

Code of Conduct

DNDi

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I. Message from the Executive Director

Dear Colleagues,

We created DNDi to respond to the desperation of patients and the frustration of clinicians when faced with stark choices for treating some of the worst diseases. With some significant achievements behind us, but very many challenges ahead, I am pleased to introduce you to the DNDi Code of Conduct and our Values.

Our Code of Conduct aims to strengthen the ethical culture at DNDi, to support decision-making based on our Values, and to maintain the respect and confidence of our colleagues, partners, and the donors who support us.

Our Values both reflect who we are and guide who we aspire to be. They help to define DNDi as an organization and direct each of us in standards of behaviour. For DNDi to continue its success in developing treatments for neglected patients, strengthening capacities, and inspiring policy change by demonstrating an alternative model, we must strive to work with DNDi staff, external partners, and patients according to our Values in everything we do.

I am proud of the organization we are today: what we have accomplished and what we are striving for. I ask everyone, whether internal or external, to commit to operating under the principles of this Code and to live our Values in our daily working lives.

With best wishes,

Luis Pizarro,

Executive Director

II. Our History

In 1999, Médecins Sans Frontières (MSF) brought together a team of international experts to discuss the lack of effective drugs in some of the world's poorer regions. They discussed the lack of research and development (R&D) for new treatments for neglected diseases in low-income countries. This "Drugs for Neglected Diseases Working Group" analysed the causes and suggested innovative strategies for the development of new and affordable treatments for such diseases, ultimately including the creation of a new initiative, named the Drugs for Neglected Diseases initiative (DNDi).

On 3 July 2003, seven organizations from around the world joined forces to establish DNDi as a Swiss not-for-profit foundation. That day, DNDi was born. These founding organizations included:

- five public sector institutions (the Brazilian Oswaldo Cruz Foundation, the Indian Council for Medical Research, the Kenya Medical Research Institute, the Ministry of Health of Malaysia, and France's Pasteur Institute);
- one humanitarian organization (Médecins Sans Frontières); and
- one international research organization (the UNDP/World Bank/WHO Special Programme for Research and Training in Tropical Diseases).

III. Our Vision, Mission, Tenets and Values

a. Our Vision

Our vision is to improve the quality of life and the health of people living with neglected diseases, by using an alternative model to develop treatments for those diseases as well as ensuring equitable access to new and field-relevant health tools.

In this not-for-profit model, a variety of players from the public and private sectors collaborate to raise awareness of the need to research and develop drugs for those neglected diseases that fall outside the scope of market-driven R&D.

Our vision also builds public responsibility and leadership in addressing the needs of those patients.

b. Our Mission: To Bring the Best Science to the Most Neglected

Since its inception in 2003, DNDi has had a three-fold mission:

1. To develop new and improved treatments for neglected patients;
2. To utilize and strengthen research capacity in low- and middle-income countries; and
3. To promote public responsibility for neglected disease R&D by advocating for public policies that will enable a more needs-driven global biomedical R&D system.

c. Our Tenets

There are several distinctive features to DNDi's alternative, not-for-profit, R&D model. Our six central tenets describe these features and express the way in which we implement our Vision and our Mission. They are summarized as follows:

1. **Needs-driven:** Putting patients – not profits – at the heart of R&D.
2. **Independent:** Ensuring financial and scientific independence to guarantee a needs-based approach to priority-setting and decision-making.
3. **Collaborative, open, and transparent:** Harnessing the public, private, academic, non-profit, and philanthropic sectors to bring the best science to the most neglected and drive knowledge creation through open drug discovery, and aiming to share research data, knowledge, and costs.
4. **Globally networked:** Facilitating scientific exchange, utilizing and strengthening research capacity, and nourishing innovation ecosystems and networks, particularly in low- and middle-income countries.
5. **Access-oriented:** Making sure treatments are affordable, available, and adapted to the communities who need them most.
6. **Transformative:** Piloting and incubating new approaches to innovation that promote public health-driven R&D, fostering public leadership and engaging as an informed advocate for a more effective and equitable biomedical R&D system.

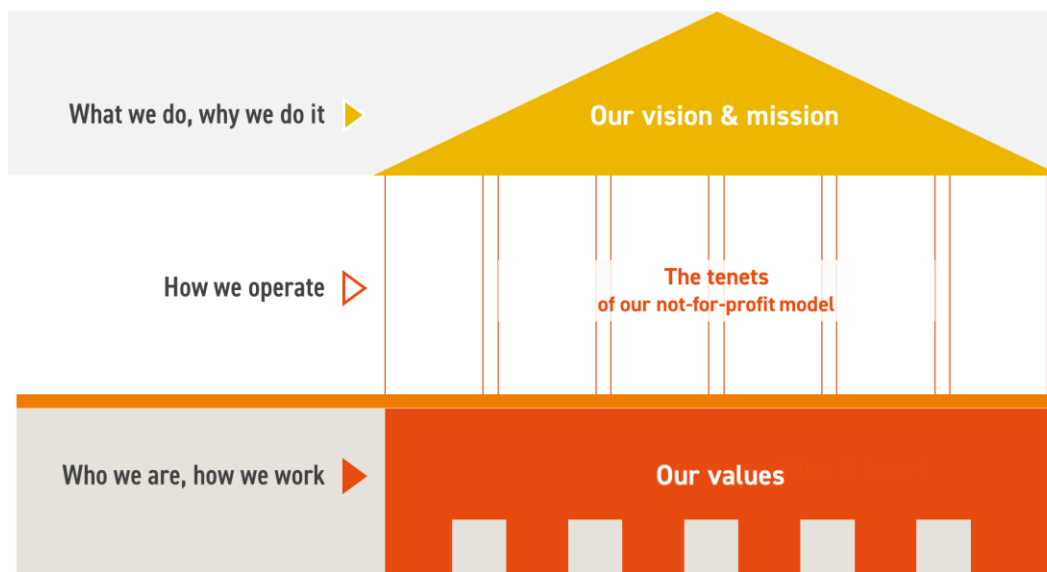


Figure 1: A visual summary of the relationships between DNDi's Vision, Mission, Tenets, and Values

d. Our Values

Our values are the foundation on which our Mission, Vision and Tenets are based. They state who we are and how we wish to work together. They define the key principles we abide by and seek to

demonstrate in our daily work and form a “social glue” that brings us together. They are reflected in the beliefs we hold and in the decisions we take on a daily basis.

People-Centred

- We value our colleagues and recognize their contributions
- We care about the well-being of neglected patients and the communities we work with
- We nurture a respectful, diverse, and inclusive working environment

Integrity

- We are trustworthy and ethical
- We are fair, transparent, and honest
- We work to the highest quality to deliver the best science

Innovation

- We encourage new ideas
- We find solutions through collaboration and creative thinking
- We seek sustainable transformation

Courage

- We take smart* risks
- We pursue our goals in the face of adversity
- We are ready to challenge the status quo

** (translated calculated in Portuguese and intelligent in Spanish & French)*

IV. Our Code

a. An Extension of our Values

Our Code reflects our Values. Every day we co-create the DNDi culture which shapes our collective working environment. It is part of DNDi’s ethos to provide an environment that is people-centered and fosters integrity, courage, and innovation for all of our patients, staff, and the broader communities we serve and work with. This Code aims to promote, strengthen, and support an ethical culture throughout DNDi, and to help us make decisions that reflect our daily commitment to our values. Equally, the long-term success of our organization and its mission depends on maintaining the respect and confidence of the partner organizations with whom we work and the donors who support us.

Applicability: We expect everyone working for or with DNDi to observe the standards set forth in this Code, and at all levels of seniority. This includes our leadership, staff, directors, consultants, volunteers, interns, suppliers, and collaborating partners. We expect them all to meet the

standards embodied in this Code or similar codes of conduct and ethics. While this Code describes the ethical behaviour we expect, it does not replace the various laws, policies, rules, regulations, and procedures that govern our operations. It completes them and provides a guide to interpreting and applying them.

Taking Action: Ethical behaviour requires ensuring the correct course of action, often in difficult situations. It is about “doing the right thing even when no one is watching”. It means being transparent when facing new difficulties and creating a clear record of what criteria and reasoning were considered when taking such actions. When things are unclear or we are unsure of what course of action we need to take, asking questions and raising concerns are an important part of our responsibility.

Examples of key questions:

1. What are the facts?
2. Have I been transparent in communicating the facts to external/internal stakeholders?
3. What am I trying to address in this particular situation?
4. Will my decision stand the test of time?
5. Have I thought carefully about my options and the potential consequences, e.g., who else may be affected by this decision, or the possibility of a breach of the law, this Code or any DNDi Policy?
6. Do I clearly understand my duties and rights?
7. Am I being biased in my decision, and how might it be perceived by others?
8. How would I feel if my decision was made public (e.g., tomorrow’s newspaper or on social media)?
9. How would this decision impact DNDi or any of my colleagues, DNDi’s beneficiaries or donors, and especially the patients we wish to serve?

Taking the time and having the courage to find appropriate answers to such questions is not always easy, especially if the answers may be unpopular, but it is essential. At times this means we might sacrifice some immediate gain or benefit. In the long run, however, this will benefit DNDi and the DNDi Community¹. If we are unable to find the right course of action within the Code or other written resources, we should consult with our manager or contact a DNDi Member of the Compliance, Legal, Human Resources, or other relevant department.

¹ See Appendix A attached to this Code for definitions of terms such as DNDi Community.

b. A Means of Safeguarding People

Equality, Diversity, and Inclusion: We believe that equal opportunity and workforce diversity are vital to the realization of our Values. An inclusive work environment that openly values diversity and supports the full contribution of everyone we interact with leads to increased tolerance, respect, productivity, and success. At DNDi, we do not tolerate discrimination, especially against any characteristics protected by law (e.g., age, marital status or civil partnership, disability, ethnicity, gender reassignment, (physical/mental) health condition, physical appearance, political affiliation, cultural belief, pregnancy/maternity/paternity, race, religion, sex or sexual orientation). Nobody at DNDi or in the DNDi Community should ever discriminate against anyone else. Instead, we must make efforts to correct any inclusion challenges, such as identifying our own biases (both conscious and unconscious), and accommodating and respecting our cultural differences and common understanding. We should be innovative in promoting this message and ensuring we act accordingly as well.

Examples of Practical Tips & Suggestions to Generate New Ways of Thinking:

1. Be sensitive to other peoples' time and consider their needs, feelings, interests and concerns.
2. Use the "ACBD Rule" (Always Consult Before Deciding).
3. Come prepared and on time to meetings. Read whatever you have been sent prior to meetings.
4. Avoid interrupting or talking over others. (Take notes: you will have an opportunity to express your views.)
5. Listen actively: summarize what you have understood before responding.
6. Ensure all participants have had the opportunity to speak, and that you are not dominating discussions. Encourage people who seem quiet to speak up.
7. Encourage and receive feedback with a positive frame of mind.
8. Express your appreciation: recognize and praise others.
9. Criticize constructively: propose a possible solution whenever you identify a problem.
10. Avoid coalition-building: think in terms of "we" and "us", not "you" and "them".
11. Do perspective-taking: Try to put yourself in other people's shoes to consider their needs, feelings, interests, and concerns before responding to their points of view.
12. Avoid being judgmental and be aware of your own biases. Try to avoid pre-conceived opinions that may be biased or based on information that may not be validated and address these possibilities.

Safeguarding²: DNDi is committed to creating a respectful, positive, and harmonious workplace for all its employees. DNDi strives to ensure that all employees are treated with dignity and respect, and that no employee is subjected to harassment. Given our respect for all human beings, at DNDi we are committed to:

1. providing a safe and trusted environment for our staff and the DNDi Community;
2. protecting vulnerable groups (e.g., people who are ill or immunocompromised, children, pregnant women, elderly people or those who are unable to take care of or protect themselves);
3. preventing any form of abuse of power/authority, disrespect, harassment and bullying, exploitation, sexual misconduct and inappropriate behaviour of a sexual nature or threats to commit any of these;
4. nurturing an organizational culture that fosters accountability for the safety and well-being of others;
5. maintaining adequate Policies and Procedures for safeguarding of DNDi staff and the DNDi Community, and ensuring that they are well communicated, understood, and agreed; and
6. providing tools and processes that ensure that secure reporting channels are available to all.

Our commitment to safeguarding is underscored by our appointment of two **Ombudspersons**: independent, neutral, and impartial professionals who may be contacted by anyone who works for or with us. They are trained as professional mediators, and their job is also to help DNDi better understand and manage organizational and safeguarding situations, and to channel information to the right places productively, in a people-centred, ethical, and innovative manner. The DNDi Board of Directors has formed a Nominations, Remuneration and Safeguarding Committee. It is responsible for reviewing and recommending safeguarding policies to the Board for approval; receiving the Ombudsperson's annual reports and offering guidance on safeguarding matters to the Executive Director. It is the Board liaison point for investigations which require Board member involvement.

c. Being a Trusted Partner

Respecting Research and Clinical Standards: We observe and require everyone we work with to observe all laws, regulations, and guidelines that relate to human dignity and human rights. This includes compliance with the standards set by the Nuremberg Code, the Declaration of Helsinki,

² To ensure common understanding, Appendix A attached to this Code sets forth definitions of the various terms used here.

evolving current Good Clinical Practices (GCP), Good Manufacturing Practices (GMP), and Good Laboratory Practices (GLP).

Compliance: DNDi conducts operations in many countries and needs to be compliant with their many diverse laws, rules, and regulations. Under any circumstances we must not commit any illegal acts or instruct others to do so. Compliance is only a starting point. It cannot address every situation. To apply this Code, we should be prepared to use common sense and good judgment to “do the right thing”. Whenever in doubt, questions regarding compliance with laws, rules, and regulations should be directed to our Director of Legal Affairs or Senior Compliance Manager. We expect our partners to do the same, and to obtain proper local legal/regulatory advice in each case.

Anti-Bribery and Anti-Corruption: We strictly prohibit all inappropriate payments, bribes or gifts of any kind to any person for the sake of influence or to advance our interests, whether in the private or public sector.

Proper Documentation and Accurate Reporting: As a general rule, we ensure that proper documentation, appropriate contracts or other comparable documents are in place for all business arrangements with third parties. We negotiate in good faith with our potential business partners to ensure all compensation we pay for their goods or services is commensurate with the value they provide. If we have any compliance issue with a business partner, we must promptly report it to our manager and/or the Senior Compliance Manager or Director of Legal Affairs, depending on the nature of the issue. Utmost care should be exercised in ensuring that all reports and statements, in particular those made to governmental/regulatory authorities or that contain scientific data, are accurate and truthful.

Data Privacy and Security: We respect the privacy rights of all individuals, including our staff, partners, and the physicians and patients with whom we interact. We inform people in advance before collecting or processing their personal data, seek their written consent, and allow them to make informed decisions and exercise their rights to privacy. We should only collect and process personal data for legitimate and specific purposes and prevent unauthorized or improper access to, or use of, such data.

Confidentiality: During our course of business, we generate and receive considerable amounts of information that is not in the public domain. Each of us must:

1. respect and protect confidential, proprietary and/or sensitive information of others or of DNDi (whether patient-related, personal, business, scientific or otherwise) and avoid divulging such information to any third party who is not bound by a written confidentiality agreement with DNDi or obligations of professional secrecy;
2. keep confidential or proprietary information secure at our workstations and ensure the security of such information at all times; and
3. exercise a reasonable duty of care to prevent any such information ever being disclosed.

Any unauthorized use or disclosure of proprietary or confidential information violates DNDi policy. Our obligations to safeguard such information continues after our employment or service to DNDi ends.

d. Conflicts of Interest

While working for DNDi, we must base our actions and decisions on our organization's best interests and our professional judgment or actions, rather than our individual personal interests, those of family or friends, or those of a government or other key stakeholder. It is critical to avoid not only conflicts of interest, but also the perception of any such conflict.

Those of us involved with procurement on behalf of DNDi or with the preparation, approval, monitoring or evaluation of in-country programme activities should take particular care. When involved in any tender, or after the awarding of a contract, we should not accept any significant gifts or hospitality that may be misconstrued.

V. Procedural Issues

a. Channels for Raising Concerns

We want everyone working for or with us to know the contents of this Code and commit to continuously training and informing our colleagues and partners accordingly. We value open and honest communication and offer various channels to ask questions. We expect everyone we work with to prevent and report any kind of actual or potential ethical or legal concern, or to otherwise question or challenge any possible breach of this Code, especially where it may adversely impact patients or anyone who is vulnerable. Please use whichever of the following reporting channels you are most comfortable with:

1. Use DNDi's internet helpline (the "DNDi Integrity Line") – in particular, if you prefer to report anonymously (see more on this below) <https://dndi.integrityline.org/>
2. Send an email to ethics@dndi.org for fraud/corruption concerns or to dataprivacy@dndi.org for data protection
3. Talk with a member of management, up to and including DNDi's Executive Director
4. Contact DNDi's Human Resources and Organization Director aleal@dndi.org and/or one of DNDi's Ombudspersons (see more below) on all safeguarding matters (e.g., abuse, harassment, bullying or sexual misconduct) : ombuds_salina@extern.dndi.org, ombuds_lack@extern.dndi.org
5. Contact DNDi's Director of Finance for fraud or corruption complaints lvelfaure@dndi.org
6. Contact DNDi's Legal Director djunod@dndi.org and/or Director of Strategy and Operations rpaye@dndi.org for conflicts of interest

7. Contact DNDi's Medical Affairs Director ctipple@dndi.org for complaints relating to patient safety issues
8. Contact a member of the DNDi Global Personnel Commission (staff representative)
9. Contact one of DNDi's Board of Directors (Chair: mp.kieny@dndi.org, Secretary: pherrling@dndi.org; Audit Committee Chair: fvallat@dndi.org)

Our **DNDi Integrity Line** offers a confidential and anonymous way for our staff, patients, partners, and third parties to report allegations or ask questions regarding our behaviour. The DNDi Integrity Line is operated by an independent third-party service provider, EQS, and can be used by any person inside or outside of DNDi, including patients and partners. Anyone choosing to report a concern anonymously should provide as much information as possible concerning the allegation to ensure we can adequately follow up whenever possible.

Similarly, our Ombudspersons are committed to protecting the anonymity of those reporting any concerns, except in exceptional situations where there may be imminent risk of serious harm or the commission of a crime.

b. Protection from Retaliation

We strictly prohibit retaliation or adverse action against anyone who, in good faith, raises a concern about compliance issues or cooperates with DNDi's investigation into an alleged breach of this Code. This is true even if the concern is ultimately found to be mistaken or unsubstantiated. However, we must not intentionally make a false report. Any person reporting a breach of this Code should have reasonable grounds for suspicion and must do so in good faith. Knowingly reporting false or frivolous information, or being reckless when doing so, is contrary to this Code, and anyone who does so may be sanctioned accordingly.

c. Consequences of Code Breaches

DNDi will address all allegations of breaches of this Code in a timely, fair, proportional, and confidential manner. All reports should receive an objective, independent and complete assessment, and, if warranted, an investigation.

In addition, before any appropriate action is implemented, we will ensure that all those involved have had the opportunity to provide and receive feedback.

Breaches of this Code or DNDi Policies will be held accountable and can lead to disciplinary action up to and including termination of employment.

d. Distribution of the Code & Continuous Improvement

In addition to ensuring that all DNDi Members and partners working with the DNDi Community receive appropriate training on this Code and commit to abide by its principles (or the provisions of a similar code of conduct if they are a partner), DNDi will act to ensure the Code is taught, lived,

and applied consistently for the benefit of all members of staff, DNDi's partners, and the communities they serve. A copy of it will always be available via our website, and we may ask anyone working with or for DNDi to sign the Declaration of Acceptance set forth in section VI below.

DNDi continuously examines and refines this Code, our Policies, and standard operating procedures, as well as our compliance programmes. If you have a suggestion as to how to improve them in order to better detect, prevent, and resolve any breaches of the Code or DNDi's Policies, you are encouraged to bring it to the attention of the organization through any of the previously described mechanisms. The same holds true if you believe there is a need for additional training in a particular area or that other areas should be covered by this Code.

VI. Declaration of Acceptance

I hereby declare that I have read, understood, and commit to comply with DNDi's Code of Conduct, or that I am already bound by a code of conduct with similar provisions:

Name: _____	Signature: _____
Organization: _____	Date: _____
E-mail: _____	

Appendix A to Code of Conduct

“Abuse of Power/Authority” means the improper use of a position of influence, knowledge, power or authority by an individual towards others. DNDi is committed to preventing the abuse of any type of power/authority, whether through inappropriate behaviour such as discrimination, exploitation, harassment, bullying, sexual misconduct, disparagement, humiliation or the denigration of others or otherwise. Abuse of power/authority can include a one-time incident or a series of incidents. Examples of these sorts of conduct, which may be unconscious on the part of the person improperly using such power or authority, can include any of the following:

1. lack of respect for or ignoring the input of others,
2. requesting staff to do personal favours or errands,
3. pressuring a staff member to distort facts or break rules,
4. interfering with the ability of a colleague to work effectively (for example, by impeding access to information or resources),
5. repeatedly requesting action to be taken on non-urgent matters outside of regular working hours and/or on weekends and holidays, and requiring a staff member to monitor and respond to messages and/or perform other non-urgent work-related duties during these same times,
6. dismissing concerns on a project without due consideration,
7. exerting negative influence on the career or employment conditions of other individuals (for example, decisions regarding appointment, assignment, contract renewal, performance evaluation or promotion), and
8. orchestrating coalitions and clusters of similar "group-thinking," which, in turn can create institutional power imbalances.

“Bullying” is a deliberate and consistent wearing down process comprising a sustained form of psychological abuse that makes victims feel demeaned and inadequate. Bullying is defined as offensive, intimidating, malicious or insulting behaviour, or an abuse or misuse of power, which has the purpose, or effect, of intimidating, belittling and humiliating the recipient.

“Disrespect” means a lack of the minimum level of courtesy and dignity in interaction with others, or inappropriate conduct, comment or display that either insults, denigrates, disparages or humiliates someone or depreciates their value. Disrespect may also relate to general statements or attitudes regarding the diversity of human beings and their worth. It can also translate into disrespect for people's work and for DNDi as an organization, and its Mission, Vision and Values. Disrespect can take many forms that ultimately reflect on the originator and her/his lack of courtesy, civility, and tact. Examples of acts of disrespect include the following:

1. spreading rumours or malicious untruths to slander someone's reputation (gossip)
2. shouting
3. criticizing, ridiculing, or dismissing achievements
4. degrading someone in front of other people (public humiliation)

5. inappropriate sarcasm
6. speaking in a condescending or belittling way
7. swearing at or insulting another person
8. dismissive or negative gesturing when someone else is speaking
9. talking over another person
10. refusing to speak to someone about work-related matters
11. discounting the person's thoughts or feelings ("Oh, that's silly") in meetings
12. taking credit for work done by others
13. making continuously negative comments about work without substantiating or complaining without actively seeking to be involved in the solution
14. adopting an uncooperative or domineering behaviour
15. actively undermining work and authority by destroying the good will between colleagues

“DNDi Community” means socio-economic groups of people that DNDi aims to help through its programmes, and patients or subjects who are involved in or are likely to be involved in DNDi-sponsored clinical trials, including members of their families. The DNDi Community includes, in particular, vulnerable people (i.e., patients) who may be involved in DNDi programmes.

“DNDi Members” means any member of DNDi’s Board of directors or staff.

“Exploitation” is a way of taking advantage of other people in an unfair manner, for example by using one's position of power, authority, influence or control over resources, to pressure, force or manipulate someone, or by threatening or coercing them with negative repercussions, such as withholding project assistance, not giving due consideration to a staff member's work support requests, or threatening to make false claims about a staff member in public.

“Harassment” means the improper and unwelcome conduct against another person that has or that might reasonably be expected or be perceived to cause offence or humiliation to another or has the purpose or effect of violating an individual's dignity, or creating an intimidating, hostile, degrading, humiliating or offensive working environment for him/her. Harassment is normally characterized by more than one incident of unacceptable behaviour, particularly if it reoccurs once it has been made clear by the victim that he or she considers it offensive. However, a single incident may constitute harassment if it is sufficiently serious. Sexual harassment is a specific form of harassment.

“Mobbing” means bullying of an individual by a group, in any context, such as a family, peer group, school, workplace, neighbourhood, community, or online. When it occurs as physical and emotional abuse in the workplace, such as "ganging up" by co-workers, subordinates or superiors, to force someone out of the workplace through rumour, innuendo, intimidation, humiliation, discrediting, and isolation, it can also be referred to as malicious, non-sexual, non-racial/racial, general harassment.

"Safeguarding" means, in its broad sense, protecting people and the environment from harm. More specifically, in the context of DNDi's operations, it means to prevent harm caused by exploitation, abuse, harassment or bullying (whether of a sexual nature or otherwise), of the DNDi Community and DNDi staff and consultants. In order for DNDi to meet its safeguarding obligations, DNDi requires that its members and partners safeguard the DNDi Community and other people DNDi works with.