



FMDIC, INC.

Code of Conduct

This Code of Conduct is based upon a fundamental and abiding respect for law and ethical practices and the realization that the overall interests of FMDIC, INC. and those acting on its behalf, in serving the public are best served by strict adherence to this Code of Conduct. To protect this organization's tax-exempt status, it is the policy of the FMDIC, INC., with respect to conflicts of interest, that persons acting on behalf of the Organization avoid any conflict or appearance of conflict between their personal interests and the interests of the FMDIC, INC. when entering into or contemplating entering into a transaction or arrangement that might benefit the private interest of a member, representative or associate of this Organization or might result in a possible **excess** benefit transaction. This Code of Conduct applies to every person acting on behalf of FMDIC, INC. The following definitions apply to this Code of Conduct:

"Organization" – the entire FMDIC, INC., including all committees and other constituent groups.

"Member"- organizations involved with medical devices from industry, and state/federal government accepted into the coalition shall be elected by majority vote of the then serving members. Academics or institutions that are involved with medical devices are also eligible to join the Coalition. As with the industry members and state/federal government members, they also are permitted to have a voting representative and alternate per academic or institution.

"Representative" – every officer, director, trustee, committee member, or any other person, nominated by their member association and acting on behalf of the Organization.

"Associate" – (1) a member of a Representative's immediate family; (2) any organization in which a Representative (or a member of a Representative's immediate family) is a partner, or in which a Representative or a member of his/her family own more than 10 percent of any class of securities; or (3) a trust of which a Representative is a trustee, or in which a Representative or a member of his/her family has a beneficial interest.

"Board" – the Board of Directors or Board of the entity within the Organization most directly impacted by or involved in any actual or potential conflict of interest between a Representative and the Organization.

Each Representative is responsible for compliance with this Code of Conduct and for taking steps to see that Representatives within his or her control comply fully. The primary

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responsibility of each Representative is to perform the duties of his or her position in a manner best suited to promote the interests of the Organization.

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 Board or an appropriate committee thereof.

Personal Financial Interests: Without prior disclosure and a decision thereon as outlined above, 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 the Organization (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 the Organization.

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 the Organization, 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 staff members for services related to Organization employment shall be assigned to the Organization.

Giving Gifts or Entertaining: Organization funds or other assets shall not be used for improper payments to those doing or seeking to do business with the Organization. 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 Organization 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.

Employment by the Organization: No Associate of any Representative shall be a full or part-time employee of the Organization.

Documentation: Appropriate documentation in the books and records of the Organization, 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 the Organization. The confidentiality records shall be maintained and limited to use by the Organization.

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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 the Organization. When such situations arise, a Representative shall make full disclosure in writing to the Board of appropriate action taken, or opinion of no conflict rendered as set forth below.

When any such actual, potential, or perceived conflict of interest is relevant to a matter requiring action by the Board or a committee, the interested person shall call it to the attention of the Board (or committee) and such person shall not vote on the matter.

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.

The Board or an appropriate committee thereof shall make a decision on any potential or actual conflict. 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 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.

Diversity Vision Statement

FMDIC, INC. values diversity as essential to its mission and is committed to creating an inclusive environment where all Organization programs, materials, and activities are sensitive to those it serves and responsive to their needs; and where volunteers, board members, staff, and others who support the Organization reflect all communities and share fully their talents, skills, and passions in pursuit of our mission.

Freedom from Discrimination and Harassment

FMDIC, INC. is committed to providing a productive and professional environment in which Representatives work together with mutual respect and appreciation of their diversity to achieve the mission of the Organization. In keeping with this commitment, Representatives

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are held to a standard of conduct that reflects favorably on the reputation of the Organization and that avoids stereotyping or isolating people. Discrimination or harassment based on age, disability, sex, race, ethnic origin, religion, economic status, or sexual orientation will not be tolerated. Violation of this policy will result in actions including possible termination of volunteer services.

Annual Statements

A copy of this Code of Conduct shall be furnished to each Representative currently serving this Organization and enclosed with the acceptance letter mailed to any new member or primary or alternate representative. Any new Representatives shall be advised of the policy upon undertaking the duties as a Representative of the Organization. Each Representative shall annually sign a statement (see Appendix A) affirming that the Representative has received a copy of the FMDIC, INC. Code of Conduct policy, has read and understands the policy, has agreed to comply with the policy, and understands that the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Periodic Reviews

To ensure that FMDIC, INC. operates in a manner consistent with the Organization's charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. FMDIC, INC., may, but need not, use an outside expert for periodic reviews. If used, the use of an outside advisor shall not relieve the Board of the responsibility for ensuring periodic reviews are conducted. These reviews at a minimum will extend a review of information and documents to ensure the following:

- Whether compensation arrangements and benefits the Organization has engaged in are reasonable and the result of arm's length bargaining.
- Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Version	Description of Change	Regulatory Co-Chair	Industry/Academia Co-Chair	Secretary
22 Mar 2013	New Document – FMDIC, INC.	<i>Jeff Monnell</i>	<i>Geofferson</i>	<i>Sec. [Signature]</i>

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Appendix A: Annual Affirmation of Compliance with the FMDIC, INC. Code of Conduct Policy

I, _____, have been elected to serve as a Representative of FMDIC, INC., as a volunteer, and as such in that role I shall act in a manner that protects the overall interests of FMDIC, INC. and those acting on its behalf. Furthermore, I affirm that I:

- have received a copy of the FMDIC, INC. Code of Conduct policy,
- have read and I understand the policy,
- have agreed to comply with the policy, and
- understand that the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

(Signature)

(Date)