



From the office of the Co-Founders:

Since 1982 Operation Smile, Inc. has provided hundreds of thousands of safe surgeries for those born with cleft lip, cleft palate or other facial differences. With more than three decades of expertise, Operation Smile creates solutions that deliver free surgery to people where it is needed most. Founded in the U.S., Operation Smile's footprint and its global network of patients, families, staff, donors and volunteers has extended to more than 80 countries where it provides services, raises funds and recruits volunteers. This global network is the source of strength and fuel which enables Operation Smile's work.

"We envision a future where health and dignity are improved through safe surgery." This is Operation Smile's vision—a vision that can only be achieved through a spirit of collaboration and a commitment to excellence as we care for patients around the world. Ethics, integrity and compassion are non-negotiable values. Operation Smile has a mandate to hold itself and its Constituents accountable to the highest standards of business and professional ethics, as described in the Code of Conduct.

The Code of Conduct provides standards and guidance for all Operation Smile Constituents on topics related to Organizational Governance, Human Resources, Child Protection, Medical Quality and Fiscal Management. These standards of ethics and integrity apply to all Operation Smile Constituents including Board members, Operation Smile foundations, employees, volunteers, students, fellows, donors, collaborators, vendors, and any other third party partners whenever they engage with Operation Smile or on its behalf.

A Code of Conduct cannot envision every issue that might arise in Operation Smile's daily activities. Rather, it serves to document Operation Smile's commitment to professional, ethical and legal conduct. When Constituents act consistently within the Code of Conduct, we build trust, strengthen community relationships and preserve our superior reputation as a leading international surgical nonprofit organization.

Thank you for sharing this vision and agreeing to uphold these standards as you fulfill your respective roles in providing the best possible care to all of our patients.

Bill & Kathy Magee



OPERATION SMILE CODE OF CONDUCT

Operation Smile’s Code of Conduct provides standards and guidance for all activities undertaken in support of its vision ~ “We envision a future where health and dignity are improved through safe surgery.” This Code of Conduct represents Operation Smile’s commitment to all of its Constituents including Board members, Operation Smile foundations, employees, volunteers, students, fellows, donors, collaborators, vendors, and any other third party partners. It is the organization’s expectation that all Constituents shall implement and adhere to policies and procedures that uphold this Code of Conduct.

A. ORGANIZATIONAL GOVERNANCE

1. BOARD STRUCTURE AND STEWARDSHIP

The Operation Smile, Inc., Board of Directors is responsible for:

- 1.1 Ensuring that Operation Smile fulfills its obligations to the laws of each country where it works and the commitments to its Constituents.
- 1.2 Approving Operation Smile’s strategic direction and appropriate policies, procedures and resources required to carry out its activities and charitable objectives.
- 1.3 Protecting Operation Smile’s assets and providing oversight to ensure that its financial, human and material resources are used appropriately.
- 1.4 Evaluating the performance of the CEO annually.
- 1.5 Evaluating the performance of the Board as a group and individually no less frequently than every two years and having clear procedures for removing Board members who are unable to fulfill their responsibilities.
- 1.6 Having clear policies establishing the length of terms and number of consecutive terms Board members may serve.

2. TRANSPARENCY

As a non-profit organization dependent upon the financial support of generous private and corporate donors, Operation Smile is committed to organizational transparency, including:

- 2.1 Maintaining a webpage with accurate and updated information including:
 - Contact information.
 - Official financial information.
 - Name of the auditor.
 - Vision and mission statements.
 - Description of activities.
 - Names of the Board members and appointed corporate officers.



- This Code of Conduct.

- 2.2 Disclosing the percentage of the funds used for administration, fundraising and programs.
- 2.3 Publishing an annual report listing Board members, describing the mission, sharing information on program activities, and stating total income, expenses and ending net assets.
- 2.4 Assuring information provided about the organization is accurate and timely.

3. PROGRAM PARTNERS, VENDORS, AND THIRD PARTIES

Before collaborating with an external partner, Operation Smile shall determine if the collaboration may have (1) negative consequences in any country where it works, and/or (2) a negative impact on its reputation. If these consequences cannot easily and transparently be avoided, Operation Smile shall refrain from entering into the relationship. It is Operation Smile's intention only to cooperate with organizations and individuals that agree to honor Operation Smile's Code of Conduct or their own if it aligns with Operation Smile's. Paying particular attention to:

- 3.1 Respecting human rights.
- 3.2 Taking responsibility for the rights of children.
- 3.3 Taking responsibility for the environment.

4. MARKETING AND SOLICITATION

Operation Smile will represent its story, services, solicitations, collaborations and partnerships accurately. Operation Smile will respect the individual rights of any person whose personal story or images are being used in promotion of its charitable purpose or to raise funds for Operation Smile directly or in coordination with public or private third parties.

5. INTELLECTUAL PROPERTY & CONFIDENTIAL INFORMATION

Operation Smile protects its intellectual property by registering logos, trademarks, and copyrights and protects its confidential information by taking precautions to prevent inappropriate disclosures or loss. All Constituents share a responsibility to protect Operation Smile's intellectual property and confidential information. Constituents will not disclose any confidential or proprietary information obtained as a result of their involvement with Operation Smile. Confidential or proprietary information includes all non-public information.

6. ETHICS/COMPLIANCE HOTLINE

Operation Smile must hold itself and each Constituent accountable for adhering to Operation Smile's Code of Conduct, the law and the highest level of professional integrity and conduct. All Constituents have a duty to comply with the principle of: *"If you see something say something."*

Operation Smile wants and needs to know when it is not meeting its own standards consistently and globally. Operation Smile wants and expects its Constituents to notify it of violations of its Code of



Conduct, ethical concerns or other concerns related to misconduct or questionable activities. If in doubt, report.

Concerns are most quickly resolved if reported in person at the time of the event to the leaders of the program; however, for those unable to or uncomfortable reporting the concern at the time it occurs, Operation Smile provides a whistleblower hotline. Reports can be submitted by phone, email or via the hotline's web portal from anywhere in the world, 24 hours a day. Reports may be submitted anonymously, and all reports are treated as confidential. Those who submit reports in good faith shall be protected against any form of harassment, intimidation, discrimination or retaliation. Those who engage in any retaliatory conduct against a good faith reporter will be subject to discipline up to and including separation from Operation Smile.

Operation Smile believes information regarding its hotline should be easily accessible on its website, posted in its offices and clinics, included as part of employee handbooks and volunteer credentialing materials, and addressed in other corporate communications as appropriate.

Operation Smile's hotline can be reached through the following options:

- By visiting www.operationsmile.ethicspoint.com. (From this website, additional country specific toll-free phone numbers may be available).
- By calling (01) 844-602-9020 (a U.S. toll-free number).
- By regular mail to:

c/o Finance and Audit Committee
Operation Smile
 3641 Faculty Blvd
 Virginia Beach, VA, 23453 USA

7. NO AFFILIATION TO POLITICS OR RELIGION

Operation Smile is a non-governmental organization (NGO) with no affiliation to politics or religion. All bodies acting under the brand of Operation Smile should clearly state the absence of the organization's affiliation to politics or religion under all circumstances.

B. HUMAN RESOURCES

1. NO DISCRIMINATION OR HARASSMENT

Operation Smile does not discriminate against, nor tolerate harassment or bullying of any of, its Constituents based on race, color, creed, religion, sex, age, disability, national origin, ancestry, citizenship, armed forces service, marital or veteran status, sexual orientation, gender orientation,



political opinions, or any other impermissible factor. Concerns related to discrimination, harassment or bullying should be reported as soon as possible and will be addressed.

2. HUMAN CAPITAL

Operation Smile strives to protect and nurture its employees and volunteers by:

- 2.1 Treating all employees and volunteers with respect and compassion.
- 2.2 Having and implementing written Human Resources policies for employees and volunteers.
- 2.3 Selecting and remunerating employees based on their skills and ability to perform their duties.
- 2.4 Enabling opportunities for personal and professional development.

3. HEALTH & SAFETY

The health and safety of Operation Smile's employees and volunteers is a top priority.

- 3.1 Employees and volunteers shall have access to personal protective equipment and other safety equipment needed to work safely even in austere environments.
- 3.2 Operation Smile strives to provide affordable health and welfare benefits for employees.
- 3.3 Employees are encouraged to take time off as rest and relaxation helps rejuvenate.
- 3.4 Where feasible, Operation Smile provides medical evacuation insurance protecting volunteers when actively traveling and participating on its behalf.
- 3.5 Operation Smile seeks professional guidance regarding the safety and security of the sites where it works abroad, and Operation Smile will modify its program activity and initiate tactical risk mitigation protocols as needed.

4. PERSONAL CONDUCT

Operation Smile is only as strong as its reputation, which is directly impacted by all those with whom it works. Individual actions of each Constituent should always be considered as they reflect on the Operation Smile brand, whether positively or negatively.

To maintain a strong culture of integrity, respect and quality when engaging in Operation Smile activities or traveling in connection with Operation Smile activities, Operation Smile asks its Constituents to support Operation Smile by:

- 4.1 Avoiding behaviors or situations which may be regarded as offensive or reflect badly on Operation Smile.
- 4.2 Respecting local customs and values and refraining from behaviors which might be viewed as inappropriate or insensitive in the host country.



- 4.3 Being sensitive to and respectful of cultural differences including respecting differences in style of dress, personal space, humor and gestures of affection.
- 4.4 Being polite and respectful in all communications.
- 4.5 Using good judgment regarding the content created, posted and shared, including personal communications on social media.
- 4.6 Not consuming alcohol excessively or to a level that impairs performance or endangers others; not offering or tolerating the consumption of alcohol or tobacco to any youth participating in Operation Smile's program.
- 4.7 Not exchanging money, employment, goods or services for sexual favors.
- 4.8 Not engaging in sexual relationships between Constituents as such relationships can be based on inherently unequal power dynamics and can undermine the credibility and integrity of our work.
- 4.9 Not having any type of elective surgery or other non-emergency procedures performed during an Operation Smile program.

C. CHILD PROTECTION, PATIENT RIGHTS, NO EXPLOITATION

1. CHILD PROTECTION

Operation Smile shall, at all times, show due respect for the rights of all children and the Articles of the United Nations Convention on the Rights of the Child (UNCRC). The standards set forth are the minimum acceptable standards and Constituents are expected to meet or exceed these standards when applying them to a local context. We define a child as being anyone who is under the age of 18, even if age of majority is attained earlier under local law.

Operation Smile's conduct must reflect its fundamental belief that all children:

- 1.1 Are deserving of its support, care and protection.
- 1.2 Have equal rights to protection from physical and mental abuse, and exploitation, including sexual exploitation.
- 1.3 Have a fundamental right to life, survival and development.
- 1.4 Should enjoy a full and decent life and are deserving of the opportunity to fully and actively participate in their community.
- 1.5 Should be given the right to express their views freely and have those views given 'due weight.'
- 1.6 Will be treated with respect regardless of gender, nationality or ethnic origin, religious or political beliefs, age, physical or mental health, sexual preference, gender identity, family, socioeconomic or cultural background, or any history of conflict with the law.



- 1.7 Who come into contact with Operation Smile should be better off because of the experience. Other than the inherent risk of undergoing any medical care, no child must come to harm as a result of their engagement with Operation Smile.

2. PATIENT RIGHTS

Operation Smile's patients and their families:

- 2.1 Are deserving of respect, dignity, quality care and realistic expectations regarding what Operation Smile can and cannot accomplish.
- 2.2 Should be well informed and involved in decisions regarding their care; treatment should only be provided after the proper informed consent has been obtained from the patient (if of legal age) or from the patient's guardian (if the patient is a minor).
- 2.3 Are entitled to their privacy and the protection of their health information; therefore, health information or other confidential information is only to be shared with those involved in providing medical treatment or maintenance of medical records, unless the patient/guardian consents to the sharing of such information or the disclosure is required by law.
- 2.4 Have the right to control the use of their images, video recordings and audio recordings. Constituents taking photographs or videos must:
 - 2.4.1 Obtain informed documented consent from the patient, parent or guardian before photographing or filming and explain how the materials will be used.
 - 2.4.2 Ensure images present the patient and family in a dignified and respectful manner and not in a vulnerable manner.
 - 2.4.3 Ensure the patient is adequately clothed and not in pain or distress.
 - 2.4.4 Comply with local traditions or restrictions for reproducing personal images.
 - 2.4.5 Ensures images are honest representations of the facts.

3. NO EXPLOITATION

Operation Smile has zero tolerance for abuse or exploitation of any sort, particularly sexual exploitation, and maintains an environment that prevents sexual exploitation and abuse. Operation Smile will take immediate action to protect those who it believes are being exploited and will cooperate with law enforcement. Operation Smile will take disciplinary action up to and including severing all ties with the accused.

- 3.1 Sexual exploitation and abuse by any Constituent will be considered an act of gross misconduct and be grounds for termination of the relationship and will also result in reporting to law enforcement as required or (if not required) as appropriate.
- 3.2 Sexual activity with children (persons under the age of 18) is prohibited regardless of the local age of majority or age of consent. Mistaken belief in the age of a child is not a defense.
- 3.3 Exchange of money, employment, goods or services for sex, including sexual favors or other forms of humiliating, degrading or exploitative behavior, is prohibited.



- 3.4 Sexual relationships with any beneficiaries (patients or one of their family members) are prohibited. Such relationships undermine the credibility and integrity of humanitarian aid work.
- 3.5 Constituents with concerns regarding sexual abuse or exploitation should report such concerns as soon as possible via Operation Smile's established reporting channels.

D. MEDICAL QUALITY

1. GLOBAL STANDARDS OF CARE

Operation Smile's Global Standards of Care will be followed in all medical and programmatic activities. All Operation Smile foundations are responsible for ensuring that staff, volunteers, affiliates and other Constituents are educated about and comply with these standards. <https://www.operationsmile.org/standardsofcare>.

2. FITNESS FOR SERVICE

- 2.1 Medical volunteers are expected to maintain the high-quality standards demanded by the licensure requirements of their home country, as well as to honor any requirements set out by the host country when securing temporary medical licensure. Medical volunteers whose licensure has been suspended or terminated must be fully reinstated before being eligible to participate as a medical volunteer
- 2.2 Medical volunteers may only perform services they have been licensed and chosen to perform. Training and education of medical volunteers beyond the realm of observation learning must be conducted as part of sanctioned, structured and properly supervised Operation Smile Programs.
- 2.3 No one engaged in the provision of any kind of medical care will do so under the influence of alcohol or illicit drugs. The same is true if it relates to legally prescribed pharmaceuticals taken in excess or where there is a noticeable impairment. The safety of Operation Smile's patients must always come first.

3. SUPPLY CHAIN INTEGRITY

The safety and well-being of Operation Smile patients is dependent upon its ability to source and utilize medical supplies, equipment and pharmaceuticals sourced from reputable manufacturers and suppliers. Anyone purchasing on behalf of Operation Smile is expected to source supplies, particularly pharmaceuticals, from reputable manufacturers and suppliers who can demonstrate their procurement and safety protocols, as well as the pedigree of any items procured or utilized. All local suppliers should be reported to Operation Smile, and changes in



suppliers should be reported via established reporting channels. Suppliers must be willing to allow facility tours or other inspection techniques upon request.

E. FINANCIAL MANAGEMENT

1. ZERO TOLERANCE OF FRAUD, MONEY LAUNDERING AND CORRUPTION

Operation Smile will not tolerate fraudulent activity, money laundering or corruption, which are defined as illegal or deceptive behaviors conducted for purposes of inappropriate financial or other benefit. Neither fraud nor corruption are restricted to monetary or material benefit but could also include the gaining of intangible benefits such as increased status or beneficial information. Any suspicion of fraud, money laundering, corruption or other improper gain will be investigated, and legal action will be taken if necessary.

Operation Smile expects Constituents to honor its financial policies, which include:

- 1.1 Anti-corruption policies and policies prohibiting bribes, money laundering and fraud.
- 1.2 Internal processes and control systems to prevent, detect and take action against potential fraud and corruption.
- 1.3 Dealing fairly and without favoritism with patients, partners, suppliers, competitors and independent auditors, and refraining from taking advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair dealing or practice.
- 1.4 Not making any improper payments (i.e. bribes, kickbacks or other payments for illegal purposes) to government or non-governmental officials, suppliers, or any other person or organization connected to or seeking to do business with Operation Smile.
- 1.5 Not accepting any improper payments (i.e. bribes, kickbacks or other payments for illegal purposes) from government or non-governmental officials, suppliers or any other person or organization connected to or seeking to do business or otherwise interact with Operation Smile.
- 1.6 Not engaging in any fraudulent activities such as deception, bribery, forgery, extortion, theft, conspiracy, embezzlement, misappropriation, false representation, concealment of material facts and collusion or other acts of deceit in order to obtain a personal or collective advantage, avoid an obligation or cause loss.
- 1.7 Not using legal financial transactions to hide or dispose of money or property acquired from criminal activity (also known as money laundering).

2. STEWARDSHIP

Operation Smile will exercise good internal governance with a focus on transparency and accountability. Each Operation Smile foundation is accountable for its actions and decisions, not only to its funding agencies and government, but also to all Constituents. Authority, responsibility and accountability should be clearly defined, as well as adequate



internal control mechanisms. Key areas for which there should be policies and procedures (and which should be reviewed and updated regularly) include:

- 2.1 Proper authorization – e.g. definition of authorization levels.
- 2.2 Segregation of duties – e.g. that all payments and reimbursements should require the authorization of two people.
- 2.3 Good procurement practices.
- 2.4 Adequate documentation and records retention and destruction policies.
- 2.5 Independent audits.
- 2.6 Quality control and assurance for all medical related activities.
- 2.7 Annual review of risks associated with key assets – e.g. property, goodwill, key program activities.
- 2.8 Performance management – e.g. a process by which to review the effectiveness of program activities and use of performance metrics.

3. AUDITS & RECORDKEEPING

Operation Smile and those managing funds under the Operation Smile name will:

- 3.1 Adhere to professional standards of accountancy and audit procedures as stipulated by applicable laws, and fulfill all financial and reporting requirements.
- 3.2 Follow proper bookkeeping and prepare annual financial statements of income and expenditures.
- 3.3 Prepare an annual report containing the description and budget of activities and projects over the last financial year and include a statement of how these have promoted Operation Smile’s charitable objectives.
- 3.4 Undergo an annual audit by an independent, qualified auditor and make the final audit report available to Operation Smile Constituents.
- 3.5 Maintain records on required audit trails as required by relevant regulations.
- 3.6 Use registered bank accounts for money flows in each transaction.
- 3.7 Record and report all information accurately and honestly, recognizing accurate information is essential to Operation Smile’s ability to satisfy all obligations.
- 3.8 Not allow any Constituent to sign, submit, or permit others to sign or submit on Operation Smile’s behalf any document or statement s/he knows or has reason to believe is false.

4. CONFLICTS OF INTEREST

All conflicts of interest involving employees or key Constituents (or their respective families) will be disclosed in writing to Operation Smile and employee or key Constituent will not take part in decisions related to the transaction.



5. FUNDRAISING

Operation Smile and those raising funds under the Operation Smile name shall:

- 5.1 Engage in responsible, ethical and legal fundraising activities in compliance with all applicable laws.
- 5.2 Decline funding if it is suspected the source of the funds originate from illegitimate or illegal activities.
- 5.2 Ensure all solicitation and communication materials are accurate and correctly reflect Operation Smile's mission and intended use of the solicited funds.
- 5.3 Provide accurate information regarding the value and tax implications of contributions.
- 5.4 Ensure contributions are used in accordance with donor intentions and seek explicit consent from donor if repurposing of funds is needed.
- 5.5 Protect all personally identifiable information and provide a mechanism to have one's personally identifiable information removed from Operation Smile's records and lists that are sold to, rented to or exchanged with other organizations.
- 5.6 Report fundraising results using accurate and consistent accounting methods that conform to relevant guidelines or regulations adopted by the appropriate regulatory authorities.

F. COMPLIANCE

The leadership team of each Operation Smile organization is responsible for ensuring that employees, volunteers, donors and other third party partners, as applicable, understand and comply with this Code of Conduct. Further, each organization is responsible for creating a working environment in which compliance is expected and rewarded.

Violation of the Code of Conduct should be reported immediately to the executive in charge of the Operation Smile organization, or to the CEO, COO, or General Counsel of Operation Smile, Inc., or online at www.operationsmile.ethicspoint.com. The identity of the person(s) reporting will remain confidential, only being disclosed to participants in the investigation. The reporter may remain anonymous. Any executive in charge who receives a report will follow the notification protocols in place as if the report came through www.operationsmile.ethicspoint.com.

Constituents who are engaged in frequent work with Operation Smile will be required to periodically confirm in writing that they understand and are complying with these policies; that they are not aware of any violations of these policies; and, that they have properly reported all suspected violations.

Operation Smile will promptly investigate any alleged violation of these policies. Violation of a policy, retaliation against any individual for reporting a violation, or failure to otherwise comply with these policies will not be tolerated and will result in disciplinary action, including termination of employment, volunteer status, or the Operation Smile Licensing Agreement, or, when appropriate or as required, reporting to law enforcement.



Questions concerning this Code of Conduct should be directed to the CEO, COO or General Counsel of Operation Smile, Inc., or when located outside of the United States, questions may also be directed to the CEO or Executive Director of the local Operation Smile foundation.