



dedicated to finding a cure

CODE OF ETHICS

Acknowledgment

I, _____, affirm that I have read the Juvenile Diabetes Research Foundation Code of Ethics, and I am not in violation of any of its provisions. I understand that I must maintain the highest standards of professional conduct and integrity, and I am aware that the discovery of any questionable, fraudulent, improper, or other conduct which appears to be a violation of the Juvenile Diabetes Research Foundation's Code of Ethics will be reported to the Chairman of the Board of JDRF.

Signature

Print Name

Date

Please indicate your JDRF affiliation:

- International Board of Directors, Officer, or Committee member
- Board of Chancellors
- Chapter or Branch Director or Officer

CODE OF ETHICS

WHEREAS the Juvenile Diabetes Research Foundation (JDRF) was founded by people personally affected by diabetes, and its programmatic purpose is principally to benefit people with diabetes and to find a cure for type 1 diabetes and its complications, and

WHEREAS JDRF's volunteer leadership have made personal promises to do all they can to help find a cure for type 1 diabetes and its complications, and

WHEREAS JDRF's success is predicated on the active involvement of its volunteer leaders in all aspects of its program planning and oversight, and

WHEREAS JDRF's volunteer leaders are also leaders in their respective communities – including the professions, academia, business, finance and other areas of society, and

WHEREAS JDRF's mission is to find a cure for type 1 diabetes and its complications, as soon as possible, and

WHEREAS JDRF wishes to ensure that all of its activities undertaken in fulfillment of its mission are free from actual or potential conflicts of interest which could impugn the integrity of its activities.

I. Introduction

The following policy regarding potential “conflict of interest” situations is adopted by the Juvenile Diabetes Research Foundation for the purpose of assuring a high level of organizational integrity and avoidance of undisclosed conflicts of interest on the part of members of our Board, Board Committees, staff and chapter leadership. This policy is intended to assure that the Juvenile Diabetes Research Foundation will be fully informed with respect to any financial or other material interests which any Covered Person (as defined below) may have in any person, firm, or entity which does business with the Juvenile Diabetes Research Foundation. The primary principle underlying the Juvenile Diabetes Research Foundation's Code of Ethics is that Covered Persons will not permit their personal interests to conflict, or even appear to conflict, with the interests of the Foundation.

II. Applicability

This Code of Ethics applies to all Covered Persons. Except as provided in Paragraph IX below and in Exhibit B hereto, "Covered Persons" are JDRF International Board and Committee members and officers, members of the JDRF International Board of Chancellors, JDRF Chapter and Branch Board members and officers and all persons employed by JDRF.

III. Potential Conflict of Interest Statement

Each Covered Person shall deliver to the Chairman of the Board, or with respect to staff members to the President and Chief Executive Officer of the Juvenile Diabetes Research

Foundation, a written statement in the form attached hereto as Exhibit A in which such Covered Person shall disclose his or her relationship or affiliation with any person, firm or entity which proposes to do business, or who is doing business, with the Juvenile Diabetes Research Foundation.

Each Covered Person shall abstain from voting on any matter which relates to the decision by JDRF to engage or continue the services of a person, firm or entity with which such Covered Person has a relationship or is affiliated, including voting on the creation of such relationship, the termination of such relationship, or the compensation or other terms on which the relationship will exist. This prohibition shall not prevent a Covered Person, however, from reporting to the Board with respect to any matter for which the Covered Person, firm or entity is engaged with Juvenile Diabetes Research Foundation. Further, this prohibition shall not prevent the Covered Person from stating his or her position on such matter, nor from answering pertinent questions and inquiries relating thereto. At the discretion of the Chairman (or, as appropriate, the Executive Committee or other relevant committee) in individual cases, the Covered Person may be asked to leave the meeting during the discussion of and/or vote on the matter that results in the conflict of interest.

Any Covered Person who has a relationship with or is affiliated with a person, firm or entity doing business with the Juvenile Diabetes Research Foundation, or which desires to do business with the Juvenile Diabetes Research Foundation, shall provide to the Chairman of the Board/President and Chief Executive Officer, at his request, full and complete information with respect to his or her relationship or with such person, firm or entity which the Chairman of the Board//President and Chief Executive officer shall deem necessary or desirable for the Juvenile Diabetes Research Foundation and its Board to have so that the Board can consider such relationship, or potential relationship, on a fully informed basis. In the event that a Covered Person refuses to provide any such information reasonably requested by the Chairman of the Board/President and Chief Executive Officer, such person may be removed from his or her position by the Board at a meeting at which such removal may be lawfully considered. Said Covered Person shall have the right to be present in opposition to such removal.

IV. Violations of the Code of Ethics

Violations of the Code of Ethics or any Juvenile Diabetes Research Foundation's rules of conduct may constitute grounds for dismissal. Covered Persons are expected to act fairly and honestly in all transactions with the Juvenile Diabetes Research Foundation and with others to maintain the high ethical standards of the Juvenile Diabetes Research Foundation. If a situation arises where a Covered Person is unsure whether there may be a violation of the Code of Ethics, he/she should contact the Chairman of the Board/President and Chief Executive Officer for guidance.

V. Discovery of Violations of the Code of Ethics, or Illegal Activities

Discovery of events of a questionable, fraudulent or illegal nature, or which appear to be in violation of the Code of Ethics must be reported promptly to the Chairman of the Board/President and Chief Executive Officer. If such instances are identified with persons at the

highest management levels within the Juvenile Diabetes Research Foundation the matter should be reported to the Chairman of the Board of Directors of the Foundation. Failure to report such events also constitutes a violation of the Code of Ethics.

VI. Reporting Compliance with the Code of Ethics

On July 1st of each year, each Covered Person shall be required to sign a written acknowledgment affirming that they have received and reviewed the Code.

VII. Compliance with Laws and Regulations

The Juvenile Diabetes Research Foundation strives to comply with all laws and regulations that are applicable to the Foundation. Although laws and regulations may sometimes be ambiguous and difficult to interpret, as a good citizen, the Juvenile Diabetes Research Foundation emphasizes good faith efforts to follow the spirit and intent of the law. Questions concerning a law or regulation should be directed to the Chairman of the Board/President and Chief Executive Officer.

VIII. Candor Among Board and Staff Members and in Dealing with Auditors and Legal Counsel

The Chairman of the Board/President and Chief Executive Officer of the Juvenile Diabetes Research Foundation must be informed at all times of matters which might adversely affect the reputation of the Foundation, regardless of the source of such information. Concealment may be considered a signal that the Foundation's policies and rules can be ignored, and such conduct cannot be tolerated. Accordingly, there shall be full disclosure to the Chairman of the Board/President and Chief Executive Officer. Complete candor is essential in dealing with the Juvenile Diabetes Research Foundation's independent and internal auditors.

IX. Receipt of Gifts, Gratuities and Entertainment

No Covered Person may accept a gift (other than of nominal value) directly or indirectly, in any form, from a supplier or prospective supplier.

For the purpose of this policy, the term "gift" means anything of material value including such meals and entertainment which do not facilitate the discussion of the Foundation's business or otherwise serve a demonstrable business purpose. For purposes of this Paragraph IX, Covered Person shall include a Covered Person's spouse, children, any dependents, parents, any person or entity acting as an agent or fiduciary for any of the foregoing, through which a Covered Person may receive a direct personal benefit.

In the event that a Covered Person has any doubt concerning the propriety of accepting any gift or the applicability of the reporting, and prior approval procedures, the Chairman of the Board/President and Chief Executive Officer, Chief Operating Officer, or department directors should be consulted for guidance.

X. Corporate Hospitality to Public Official

Acts of hospitality toward public officials should never compromise or give the impression of compromising integrity or the reputation of either the public official or the Foundation. When appropriate, hospitality is extended, it should be with the expectation that it will become a matter of public knowledge.

XI. Dealing with Suppliers

Covered Persons must award orders, contracts and commitments to suppliers of goods and services without favoritism. Foundation business of this nature must be conducted strictly on the basis of merit.

XII. Fair Competition

Under no circumstances should a Covered Person enter into arrangements with competitors affecting pricing or marketing policies.

XIII. Personal Fees and Commissions

No Covered Person may accept broker fees or commissions in connection with any transaction on behalf of the Foundation. The acceptance of payments for personal consulting or other professional services requires the prior approval of the Chairman of the Board/President and Chief Executive Office.

XIV. Work Relationships

No Covered Person shall give any special consideration to the employment of another Covered Person due to family or personal relationships. Just as external business decisions are based on sound ethical business practices, all JDRF personnel decisions must be based on sound management practices, and not be influenced by personal concerns.

XV. Research Conflicts of Interest

Each Covered Person shall abide by JDRF's Policy on Research Conflicts of Interest set forth on Exhibit B hereto.

Please only sign Exhibit A if applicable

**EXHIBIT A TO JUVENILE DIABETES RESEARCH FOUNDATION'S
CODE OF ETHICS**

Annual Disclosure with Respect to Potential Conflicts of Interest

I, _____,
(Name of Covered Person)

hereby give notice to the Board of Directors that I have a relationship with or affiliation with the following named person, firm or entity which does business with, or purposes to do business with, the Juvenile Diabetes Research Foundation:

(Insert name and address of person, firm or entity)

I further state that I am an owner (in whole or in part) director officer employee contractor other: describe: _____
of the above named person, firm or entity. As such, I have a financial interest in said person, firm or entity and hereby provide this disclosure statement for the purpose of advising each member of the Board of Directors of such financial interest.

I hereby agree to provide to the Chairman of the Board of JDRF, of the Juvenile Diabetes Research Foundation (who shall transmit such information to the Board) all such information which the Chair shall reasonably request that I furnish to the Directors so as to enable the Board of Directors to fully consider my relationship or affiliation with such person, firm or entity on a fully informed basis.

The approximate dollar value of the goods or services furnished during the last 12 calendar months in connection with transactions between the Juvenile Diabetes Research Foundation and such person, firm or entity is: \$_____.

To the extent necessary, I hereby supply the following additional information in order to enable the Board of Directors to be fully informed in connection with this matter:

(cont.)

Signed this ____ day of _____, 200__.

Print Name of Person Signing this Form

Signature of Person Signing Form

Note: This Disclosure must be delivered to the Chairman of the Board of the Juvenile Diabetes Foundation by each Covered Person no later than July 1st of each year.

JUVENILE DIABETES RESEARCH FOUNDATION INTERNATIONAL

POLICY ON RESEARCH CONFLICTS OF INTEREST

Juvenile Diabetes Research Foundation International (“JDRF”), acting through its Board of Directors, volunteers, officers, employees, committees, and scientific research and other advisory boards, develops and implements research goals, objectives, strategies, policies and procedures; collects, aggregates, and synthesizes information to generate an overview of ongoing type 1 diabetes research; and evaluates applications for, and makes decisions with respect to, research grants, fellowships, career development awards, contracts and active projects (collectively “Research Investments”). JDRF wishes to ensure that its advisory and evaluation processes are as objective and unbiased as possible and free from conflicts of interest. JDRF recognizes that individuals involved in the research planning process (including the allocation of research investments and the evaluation of research strategy effectiveness), the Research Investment evaluation and selection process, and other research related activities are involved in a variety of organizations and projects, and may hold financial investments, which might create actual or potential conflicts of interest or the appearance of a conflict.

JDRF is committed to assuring that these important, nonpublic information and decisions regarding research planning and development, as well as decisions regarding individual Research Investments, are made by those who are free of actual or potential conflicts of interest and the appearance of conflicts (each a “conflict” or “conflict of interest”). To achieve that result, the following policy is adopted:

1. Applicability. This Policy applies to JDRF’s Board of Directors, officers, employees, committee members, advisory board members, all lay and scientific members of any committee or advisory board, and other volunteers, including researchers, who have volunteered to evaluate Research Investment proposals (collectively, “Covered Persons”).
2. Determining the Existence of a Conflict. Each Covered Person bears the personal responsibility for initially determining if a conflict of interest exists with respect to such Covered Person. The guidelines set forth below shall be utilized to determine the existence of a conflict. The guidelines are meant to be illustrative and not exclusive; a conflict may exist even though the situation in question is not included below. If a Covered Person has any questions regarding the existence of a conflict, such Covered Person should promptly

contact the Chairman of the Board or the chairman of the committee on which he/she serves, as the case may be.

3. Guidelines for Determining Existence of Conflict.

A. Research Investments.

A conflict may exist if the Covered Person, or his/her spouse, parent, child, or other individual with whom such Covered Person has a close personal, business professional relationship (including persons with whom such Covered Person is a partner, shareholder, co-author or other close professional co-worker or colleague) have one or more of the following relationships with an Applicant.

As used herein, "Applicant" means any person, firm, corporation (nonprofit or for profit), partnership, trust, incorporated or unincorporated association, joint venture, joint stock company, governmental authority, educational institution or any other entity of any kind, which is under consideration by JDRF for Research Investment or other consideration which may inure to the benefit of such entity or person.

- (i) owns, directly or indirectly, any equity interest in the Applicant including the ownership of over 1% of the outstanding shares of publicly traded companies.
- (ii) is an officer, director, employee, consultant, trustee of, or has a significant ownership, governance, or management relationship with the Applicant;
- (iii) owns, directly or indirectly, in whole or in part, any tangible or intangible property that the Applicant uses in the conduct of its business;
- (iv) is owed any amount by the Applicant, owes any amount to the Applicant, or is philanthropically associated with the Applicant;
- (v) is a party to any agreement for future employment or other agreements or arrangements with Applicant;
- (vi) has received any gifts with a value, or payments in excess of, \$100 from an Applicant;
- (vii) has any cause of action against, any dispute with, any long-standing scientific or personal differences with, or any claim whatsoever against, the Applicant;
- (viii) is or was (within the last 1 year) a student or teacher of the Applicant or involved in a scientific collaboration with the Applicant;

- (ix) is under the health care or supervision of the Applicant or has a physician/patient relationship with the Applicant;
- (x) is a close personal friend of Applicant or any person in senior management of Applicant;
- (xi) has a significant ownership, governance, or management relationship with a direct competitor of an Applicant, such that a conflict of interest could be alleged should the Applicant's grant request be rejected; or
- (xii) has such other direct or indirect relationship with an Applicant (other than solely as a result of being a member of the JDRF Board of Directors or a committee thereof or a person involved in evaluating Research Investment proposals) that in the Covered Person's reasonable view could be regarded as potentially presenting a conflict of interest.

B. Research Planning/Evaluation.

A conflict may also exist with respect JDRF's activities with respect to the research planning process (including the allocation and prioritization of Research Investments and the evaluation of research strategy effectiveness). Covered Persons need to be aware of potential conflicts that could arise through ownership interests or governance or management relationships with one or more firms involved in diabetes research when serving in any capacity for JDRF in connection with recommending or approving research priorities, including serving on the JDRF Board of Directors or one or more research advisory committees, including the Research Portfolio Committee, Research Program Advisory Committee, Research Development Committee, Lay Review Committee, and successor committees.

4. Disclosure of Conflict; Recusal. If a Covered Person determines that a conflict described in paragraph 3A or 3B exists, then such Covered Person shall notify immediately the Chairman of the Board or the chairman of the applicable Committee, as the case may be. The Chairman of the Board or of the applicable Committee, with input from the Board or Committee, as appropriate, shall determine whether a conflict exists (except that in cases of conflicts involving the Chairman, the Executive Committee shall decide). All disclosures of conflicts shall be maintained in confidence. The disclosure of and decision on any conflict shall be recorded in the minutes. Unless otherwise determined by the Chairman (or, as appropriate, the Executive Committee) in individual cases, if a conflict is found to exist, the affected person may make a presentation on the issue under discussion, but shall abstain from voting or otherwise attempting to influence the decision on the matter that results in the conflict of interest (such abstention from voting shall also be recorded in the minutes). This prohibition shall not prevent such Covered Person from stating his or her position on such matter nor from answering pertinent questions and inquiries relating thereto. However, at the discretion of the Chairman (or, as appropriate, the Executive Committee,) in individual cases, the Covered Person may be asked to leave the meeting during the discussion of and/or vote on the matter that results in the conflict of interest.

5. Implementation. Each Covered Person, other than an employee, shall execute a written statement provided by JDRF stating that such Covered Person has read this Policy on Research Conflicts of Interest, understands its terms and agrees to comply with the provisions hereof so long as he/she is a Covered Person. With respect to employees, each employee shall execute a written statement provided by JDRF stating that such employee has read the Employee Handbook, understands its terms and agrees to comply with the provisions thereof. Such written statements shall be signed by an individual upon his/her appointment or other act resulting in him/her being a Covered Person, and periodically thereafter at such times as the Chairman of the Board of Directors determines.

I have read and understand the above Policy on Research Conflicts of Interest and agree to abide by same during all times that I am a Covered Person, as defined in the Policy.

Name (please print)

Signature

Date