

# CEPI's Third Party Code of Conduct



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In this new era of epidemic and pandemic risk, CEPI's mission—to accelerate the development of vaccines and other biologic countermeasures against epidemic and pandemic threats so they can be accessible to all people in need—is more important than ever before. Our ambitious goal, that vaccines should be ready for initial authorisation and manufacturing at scale within 100 days of recognition of a pandemic pathogen, when appropriate, could give the world a fighting shot at stopping the next pandemic in its tracks.

#### **CEPI is guided by five core values**

- **Teamwork** - We act as one global team
- **Respect** - We search for different perspectives
- **Achievement** - We enter new territories with an open and challenging mindset
- **Integrity** - We do what is right
- **Transparency** - We share and we speak up

These values are at the heart of everything we do.

Our Third Parties play an instrumental role in helping us deliver on our mission. This Third Party Code of Conduct (the "Code") aims to ensure that CEPI funded projects, procurement activities and other engagements are executed in line with our values and support CEPI's mission.

#### **A. Scope of application**

The Code applies to CEPI's Third Parties engaged with CEPI via contract, including (i) individuals, organisations and companies that provide or are intending to provide goods or services, (ii) Awardees receiving funding, and (iii) other business Partners of CEPI.

The Code explains minimum standards of integrity and business conduct that CEPI expects of Third Parties.

CEPI further requires Third Parties to ensure their own Partners, Sub-contractors and Sub-grantees who are in receipt of CEPI funds or otherwise involved in CEPI work also comply with the Code.



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# I. Introduction

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## B. Definitions

**Awardee** (or "**Primary Awardee**"): An entity that receives funding from CEPI to carry out specific projects or activities. Awardees are responsible for managing the funds provided by CEPI and ensuring that the projects are completed according to the agreed terms.

**CEPI**: Coalition for Epidemic Preparedness Innovations, including Coalition for Epidemic Preparedness Innovations ("CEPI Norway"), Coalition for Epidemic Preparedness Innovations UK Limited and Coalition for Epidemic Preparedness Innovations U.S..

**Partner**: An entity that collaborates with CEPI or a Third Party of CEPI to achieve CEPI's strategic objectives. Partners can include organisations such as non-profits, government agencies, academic institutions and private sector companies.

**Sub-Awardee**: A third party that is engaged by an Awardee and receives CEPI funds to perform activities or provide support under the Project. Sub-Awardees includes "Sub-Contractors" and "Sub-Grantees".

**Sub-Grantee**: An organisation or individual that receives grant funding as a type of Sub-Awardee, as defined in Section 15. Sub-Grantees are expected to operate under the same grant structure as the primary awardee. This means that funding is based on actual costs incurred in line with an approved budget, with no profit included.

**Sub-Contractor**: An organisation or individual that receives CEPI funding under a contract for goods or services for approved fees, which may include a modest profit element. Sub-contractors are a type of Sub-Awardee, as defined in [Section 15](#).

**Supplier**: An entity that provides goods, services, or works procured by CEPI.

**Third Party**: Contracting parties of CEPI, including (i) Suppliers, comprising of individuals, organisations and companies that provide or are intending to provide goods or services, (ii) Awardees receiving funding, and (iii) other Partners.

**Third Party Code** (or "**Code**"): This document, including the main body of the Code as well as the Additional Requirements for CEPI funded projects and programmatic procurement as detailed in the Annex.

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## 2. Compliance to Laws, Regulations and the Code

In addition to complying with the provisions of the Code, Third Parties must identify and comply with all applicable provisions of local laws and regulations (including those associated with quality and biosecurity) applicable to the services they perform or the projects they are completing with CEPI funding.

Where national law or regulation sets a higher

or additional level of requirement than the Code, that legislation should apply. Conversely, if the Code sets a higher standard, the Code takes precedence over local legislation.

If provisions of the Code are in conflict with applicable national law or regulations so that a Third Party would be in violation of these if it applied the Code, the Third Party must apply

the highest standards consistent with such national law or regulation. In addition, the Third Party should make CEPI aware of this conflict and their planned approach.

## 3. Due diligence and monitoring

CEPI monitors compliance with our policies and standards of integrity and business conduct, including this Code. This monitoring will take place during the term of any agreement and, to the extent that obligations continue, after the agreement has concluded. As appropriate, CEPI will evaluate the processes and controls of Third Parties (and any Sub-Awardees) and assess their ability to comply with the principles of the Code prior to any agreement with them.

Third Parties must provide complete and accurate access to sites and information to facilitate these efforts where requested, as well as ensuring that Sub-Awardees provide the same.

Third Parties must have processes and controls in place to comply with this Code, including ensuring that any Sub-Awardee they have appointed also complies with this Code. This should include, but is not limited to, activities described in [Section 12](#).



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## 4. Reporting concerns to CEPI

CEPI prioritises the prevention of misconduct and promotes a culture of openness and transparency.

Third Parties must report to CEPI any concerns or actual instances of non-compliance with the Code, immediately. We rely on you to help make sure that CEPI is aware of and can correct any issues that may not be in line with the Code.

The initial report should include:

- All known information regarding the conduct;
- Impact or potential impact of the misconduct, including any impact on the scientific / ethical conduct of the funded research;
- Any immediate remediation actions identified;
- Plan to complete the investigation process of the suspected misconduct, including timeline;
- Communication plan for updating CEPI; and
- In addition, and as appropriate, communication plan for notification of findings to regulatory authorities, Institutional Review Boards, Ethics Committees, investigators, and trial participants, if needed.

In addition to instances or concerns of misconduct or breach of the Code, all Third Parties must promptly notify CEPI of any concerns, risk events or “near misses” that could impact the progress or outcome of CEPI’s mission or projects. These should include but are not exclusive to any event that could impact protection of key assets like people, information, funds or project success, such as:

- Any security concerns or incidents (whether these relate to physical or cyber security) relevant to their work with CEPI;
- Any adverse patient safety events;
- Any non-compliance to technical and scientific standards, including timely notification of incidents that have occurred or failures in Government inspections whether these relate to quality, safety, or biosafety and biosecurity measures.

Third Parties should address their concerns to their contact person in CEPI where possible, but it will also always be possible to report directly to CEPI Management. Concerns may also be communicated freely and anonymously through CEPI’s [electronic reporting channel](#), which can also be found on CEPI.net.

## 5. Violations and non-compliance

If violations of the Code or contractual agreement are identified, Third Parties must cooperate fully and promptly with CEPI, including in relation to remediating any identified issues. The exact nature of any remediation required will depend on the nature of the breach.

CEPI may continue to collaborate with Third Parties committed to improving any conditions or issues identified, with the goal of managing risks and creating long term and sustainable value.

However, in certain circumstances failure to comply with the Code may lead to CEPI suspending or terminating the relationship with a Third Party, declining to enter into future arrangements with the Third Party, and / or seeking to recover funds.



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## 6. Human rights, Labour rights and Employment Practices

Third Parties must respect, protect and fulfil all constitutional, natural and inalienable human rights. Third Parties must not violate any of the international human rights and are obliged to report any such violation to CEPI in any case it may occur.

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### A. Freely Chosen Employment

All employment relationships with all workers must be entered into by the employee voluntarily and void of any form of threat.

- Third Parties must not use any form of involuntary labour – including forced, coerced, bonded (including debt bondage), involuntary or exploitative prison labour, slavery, trafficked or indentured or other forms of forced labour.
- Employers must not take actions to prevent workers from terminating their employment or restricting freedom of movement of workers during recruitment, transportation, at the workplace, or at Third Party provided housing.
- Third Parties must not confiscate papers (including identity, immigration, travel or personal documents) or request or require any fees or deposits on applications or upon starting work. If the Third Party is holding these documents, the worker must have access at all times to the documents, and there should be no constraints on the ability of the workers to leave the enterprise.

### B. Child Labour and Young Workers

Third Parties must not engage in or support any form of child labour, or use the work performed by children and other young people, unless it nonetheless is considered acceptable under the International Labour Organization (ILO) convention C 138. This states that:

- In general, any person under the age of 15 should not be involved in work. However, if the relevant local legislation sets either a higher minimum age for the (i) completion of compulsory schooling or (ii) admission into employment, that higher minimum age shall apply.
- Third Parties must ensure that persons under the age of 18 do not perform hazardous work or work which is likely to negatively impact their physical, mental or moral health.

If child labour is actually or potential used by Third Parties, they must report the matter to CEPI and immediately implement measures to correct the situation in accordance with what is best for the child.



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## 6. Human rights, Labour rights and Employment Practices

### C. Non-Discrimination

Third Parties must comply with all applicable employment laws and regulations and must provide a workplace free of discrimination.

Third Parties must not discriminate against individuals based on nationality, race, colour, age, gender, sexual orientation, gender identity or expression, transgender status, ethnicity, disability, religion, political affiliation, union membership, marital status or any other demographic or social factor prohibited by local laws and regulations. All employment practices and decisions (including recruitment, hiring, termination, compensation, promotion and discipline) must be based exclusively on qualifications, skills, performance, experience and willingness to do the job.

### D. Fair Treatment

Third Parties must provide a workplace free of harsh and inhumane treatment (including any form of harassment, sexual harassment, sexual abuse, corporal punishment, mental or physical coercion or verbal abuse of workers and bullying), and free of punitive threats of any such treatment. Third Parties must have appropriate policies and practices to prevent such treatment, as well as bullying, involving their own staff as well as their interactions with third parties, including CEPI staff.

Harassment is offensive, intimidating, malicious, or insulting behaviour involving the misuse of power\* that can make a person feel vulnerable, upset, humiliated, undermined, or threatened. Harassment may be related to a particular characteristic, verbal or non-verbal, and includes sexual harassment which CEPI defines as unwelcome conduct of a sexual nature that might reasonably be expected or be perceived to cause offense or humiliation.

Third Parties must have appropriate practices to prevent, detect, investigate and respond to instances or allegations of sexual exploitation, abuse and harassment.

*\* Power does not always mean being in a position of authority, but can include both personal strength and the power to coerce through fear or intimidation.*



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## 6. Human rights, Labour rights and Employment Practices

### E. Wages, Benefits and Working Hours

Third Parties must ensure that workers' wages and benefits meet the minimum wage requirements imposed by relevant legislation or collective bargaining tools. The wages and benefits must be clearly communicated to in advance of them making any decisions regarding acceptance of the role.

Third Parties must ensure that all workers have written contracts of employment which include requirements imposed by local legislation and where working conditions are presented in a language the worker understands.

Third Parties must ensure that the working time is not unreasonably long and that, as a minimum, it complies with applicable national law. Third Parties must respect each individual worker's need for rest and ensure that all workers are entitled to suitable paid vacation days.

Third Parties must ensure that any lodging offered to workers fulfil minimum safety and cleanliness requirements and fulfils the workers' basic needs and the needs of their families where appropriate.

### F. Freedom of Association

Third Parties should encourage open communication and engagement with workers and / or their representatives to resolve workplace and compensation issues.

Third Parties must respect the rights of workers, as set forth in local laws and regulations, to associate freely, join or not join labour unions, seek representation and join workers' councils. Workers must be able to communicate openly with management regarding working conditions without threat of reprisal, intimidation or harassment.

### G. Health and safety

Third Parties must ensure a healthy and safe working environment in accordance with internationally recognised standards and applicable health and safety laws and regulations.

Third Parties must proactively carry out regular assessments to identify any health and safety risks and take appropriate mitigation measures and audit to check compliance. Workers must be provided with, and instructed to use, appropriate facilities, equipment and personal protective equipment to prevent accidents and occupational diseases.

Third Parties should provide adequate and regular training on environmental, health and safety issues.



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## 7. Business practices

Third Parties must conduct their business in an ethical manner and act with integrity.

### A. Prevention of Economic crime including Money Laundering

Third Parties must take reasonable steps to detect and prevent any illegal payments and protect CEPI from being involved (either directly or indirectly) with economic crime, including but not limited to money laundering activities.

Third Parties must not channel funds to, or support, illegal activities (including but not limited to terrorism, tax evasion and fraud).

### B. Anti-bribery and Corruption

Third Parties must fully comply with all applicable anti-bribery and anti-corruption laws, including but not limited to the U.S. Foreign Corrupt Practices Act and the UK Bribery Act.

Third Parties must not pay bribes or provide anything of value (either directly or indirectly) to a government or public official, political party or private person for the purpose of gaining an improper advantage, to win or retain business, to improperly influence the act or decision of that person or organisation, or to illegally influence the action of any individual, customer, company or company representative.

Third Parties must not accept bribes or participate in other illegal inducements in business or government relationships.

Third Parties must not pay facilitation payments. Facilitation payments, also called “speed” or “grease” payments, are payments made to secure the performance of a routine governmental action or public service to which you have a legal right or other entitlement. Facilitation payments are recognised as a form of bribery under legislation in a number of countries, including those CEPI operates in.

### C. Gifts, Hospitality and Entertainment

Third Parties must have appropriate measures in place to avoid any actual, intended or perceived influence through gifts and hospitality.

Gifts and hospitality of a reasonable value may often be offered in business relationships as a token of gratitude or friendship, without expecting anything in return. However, acceptance of gifts or hospitality that are intended (or are perceived to be intended) to influence a decision may compromise integrity and impartiality. Third Parties must not solicit, offer, accept or promise to pay for or provide any gifts, entertainment, hospitality, or other inducements where there is reason to believe, or a reasonable and informed third party would likely conclude, that there may be intent to improperly influence decisions or impair objectivity related to its business dealings.

CEPI does not expect offers or provision of gifts, hospitality or entertainment from Third Parties.

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### D. Fair Competition and Antitrust

Third Parties must conduct their business consistently with fair and vigorous competition and in compliance with all applicable fair competition and anti-trust laws. This includes not engaging in price-fixing, illegal market sharing or any other conduct in violation of applicable competition laws.

Third Parties must award Sub-Awardee contracts based on value for money, in a manner that ensures fair competition, non-discrimination and transparency. Value for money is considered to be the best possible balance of the need (including timing), quality of the product or service, and overall cost. For Third Parties working on CEPI-funded projects, further guidance is included in [Section 16](#) and [Section 17](#) for decisions associated with procurement and sub-granting respectively.

### E. Conflicts of Interest

Third Parties must:

- Have systems in place to ensure the disclosure, review and management of Conflicts of Interest;
- Act to reduce, mitigate or eliminate any actual, potential or perceived Conflict of Interest that are identified in connection with their CEPI agreements; and
- Disclose to CEPI any Conflicts of Interest that has, or may be perceived to have, any impact on the CEPI-funded project and / or the use of any outputs of CEPI-funded project. Where any Conflicts of Interest are identified, the responsibility for management of any such Conflict of Interest remains with the Third Party, however, CEPI may work with Third Parties to support in mitigating, reducing or eliminating issues on Conflict of Interest.

CEPI defines a Conflict of Interest as being when an individual's personal interests (or those of a family member) influence or have the potential (or could be perceived) to influence, the ability to act in the best objective interest of CEPI, a CEPI-funded project, or impact on the intended outputs of a CEPI funded project.

### F. Fraud

Third Parties must have reasonable measures in place to prevent and detect instances of fraud.

Fraud can be defined as any activity that relies on deception in order to achieve a gain or avoid a loss. It can refer to activities as diverse as misreporting, falsifying evidence or misappropriation (theft).

Specifically, Third Parties: must not conduct financial irregularities; must organise their operations and internal control systems in a way that financial irregularities are prevented and detected; and must keep accurate and transparent records that reflect actual transactions and payments.



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## 7. Business practices

### G. Sanctions and Export Controls

*Third Parties must comply with all applicable economic and trade sanctions and export control laws and regulations, and avoid doing anything that would position themselves or CEPI in violation of applicable economic and trade sanctions or export controls.*

In line with CEPI's obligations to comply with sanctions regimes based on our legal and investor requirements, CEPI must not transact with counterparties that are the object of, or subject to, economic, trade, or financial sanctions imposed by:

- The United Nations,
- The United States (including its Office of Foreign Assets Control and the Department of State),
- The European Union and its Member States,
- The United Kingdom,
- Canada,
- Australia,
- Norway, and
- Other government entities exercising similar authorities if applicable.

This applies not only to persons identified on any lists maintained by the aforementioned authorities, but also to parties that are owned or otherwise controlled by a party on a sanctions list. "Owned" in this case refers to having 50% or greater of voting rights, and may be direct or indirect.

CEPI may, at any time, require the Third Party to provide information to demonstrate that the sanctions-related obligations are respected.

### H. Insider trading

Third Parties must handle confidential and non-public information responsibly, comply with all applicable laws and regulations relating to insider trading and market abuse, and must not misuse non-public information for financial or personal gain.

In particular, Third Parties must not:

- trade (or attempt to trade) in securities or other financial instruments based on non-public information obtained through their relationship with CEPI or its partners;
- participate in, influence, or benefit from prediction markets, betting platforms, or similar mechanisms using such non-public information;
- share such information with others, including colleagues, family members or third parties; or
- use confidential project, partner, or commercial information in a way that could create an unfair advantage in financial markets.

Third Parties are expected to implement appropriate controls, training and awareness measures to prevent insider trading and misuse of confidential information.

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## 8. Data protection

Third Parties must only transfer personal data to CEPI where necessary and with a legal basis for doing so. Third Parties must have robust internal safeguards in place to prevent any unintended or unauthorised access, changes to, disclosure, or destruction of sensitive data, which includes identifiable personal data as well as confidential commercial data. This involves implementing policies, procedures, and technologies that address both the organisational and technical aspects of data protection and privacy.

Third Parties must adhere to all relevant data privacy laws and regulations, including those associated with transferring data across international borders. Furthermore, Third Parties must provide evidence of their compliance with these data protection standards when requested.

CEPI expects all Third Parties to acknowledge the fundamental right to privacy and individual's rights over their personal information. By working only with Third Parties who demonstrate a strong commitment to data protection and privacy, CEPI honours its obligations under the GDPR / UK GDPR and aims to minimise the risk of data breaches and maintain the trust of its staff, partners, stakeholders, and the public.

## 9. Responsible Use of Artificial Intelligence and Other Frontier Technologies

Third Parties must design, deploy, and utilise frontier technologies such as artificial intelligence, advanced robotics and automation, or augmented reality (AR) / virtual reality (VR) responsibly and ethically. This should align with the FAIRAI principles:

- **Fairness:** Ensuring AI systems are unbiased and provide equitable outcomes for all individuals.
- **Accountability:** Holding individuals and organisations responsible for the impacts of AI systems, ensuring transparency and compliance.
- **Integrity:** Upholding ethical practices and strict controls throughout AI development and implementation.
- **Respect:** Valuing individual rights, diverse perspectives, and intellectual property.
- **Achievement and Innovation:** Setting clear goals, prioritising research, and rewarding innovation to generate positive societal impacts.

## 10. Physical and Cyber security

Third Parties must take appropriate measures to ensure a secure working environment in accordance with internationally recognised standards and applicable laws and regulations, in relation to both physical and cyber security. Appropriate in this context means proportionate to the threats faced and the exposure of the third party to these threats.

- Third Parties must acknowledge and accept full responsibility for the security of their employees, associates and operations relevant to their work with CEPI.
- Third Parties must take all reasonable measures to keep all of CEPI's data, devices and systems secure by adhering to policies which are in accordance with internationally recognised standards and applicable laws and regulations.

## 11. Environment

Third Parties must comply with applicable environmental laws and regulations and should take reasonable measures to minimise their environmental impact and continuously improve their environmental performance.

Third Parties must conduct business in a way to proactively avoid causing environmental damage and / or negative environmental impact and take actions to promote a greater environmental responsibility and encourage the development and promotion of environmentally friendly technologies and working practices.



## 12. Management System

Third Parties must use management systems to facilitate continual improvement and compliance with the expectations of the Code. Management system elements include:

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#### Additional conditions for CEPI funded projects

### A. Risk Management

Third Parties must have mechanisms to determine and manage risks in areas addressed by the Code and generally in relation to the project funded by CEPI.

### B. Company commitment and identified responsibilities to ensuring compliance

Third parties should demonstrate commitment to the concepts described in the Code by allocating appropriate resources.

### C. Identification of concerns and principle of non-retaliation

Third Parties must enable their staff to report concerns or illegal activities in the workplace. Third Parties must investigate reported concerns and, if needed, take appropriate corrective actions.

Third Parties must have in place measures to ensure that any concerns may be reported without fear of reprisal or retaliation.

Third Parties must employ a victim / survivor-centred approach which places the rights, wishes, needs, safety, dignity and well-being of the victim / survivor at the centre of all prevention and response measures concerning sexual exploitation and abuse (SEA) and sexual harassment (SH).

### D. Accurate Records and Documentation

Third Parties must maintain accurate records and documentation necessary to demonstrate conformance with the expectations of the Code and compliance with applicable regulations. Records must be legible, transparent and reflect actual transactions and payments. Third Parties must not hide, fail to record or make false entries. These records should be maintained for seven (7) years after expiry or termination of the relevant agreement.

Records must be made available to CEPI or its designated auditor to inspect upon request in order to confirm compliance to the standards detailed in the Code, as well as the requirements in the broader contract.

### E. Training and Competency

Third Parties should develop, maintain and implement a training programme that achieves an appropriate level of knowledge, skills and abilities in management and workers to address these expectations.

### F. Continual Improvement

Third Parties should continually improve on the elements of the Code by setting performance objectives, executing implementation plans and taking necessary corrective actions for deficiencies identified by internal or external assessments, inspections and management reviews.



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# Additional requirements for CEPI funded projects and programmatic procurement



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## Additional conditions for CEPI funded projects and programmatic procurement

The general principles for integrity and business conduct in the Code apply to all Third Parties. In addition to these, the obligations set out below apply to Awardees and those Suppliers who provide programmatic goods or services that contribute directly to the advancement of CEPI's mission (such as members of the Centralised Laboratories Network). This may be through executing agreements or Memorandums of Understanding for purposes including but not

limited to:

- Providing CEPI with complementing competence and technical know-how;
- Helping CEPI speed up the development, manufacture and stockpile of vaccines necessary to respond to emerging infectious diseases; and
- Supporting vaccine research and development in connection with public health emergencies (together, the CEPI mission).

Third Parties must ensure any parties they contract with receiving CEPI funding comply with the Code. In addition, any Sub-Grantees (see [Section 15B](#) for classification of Sub-Awardees) must comply with the requirements detailed within this Additional Conditions section.

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### 13. Transparency

Transparency is of utmost importance to CEPI, and we have therefore chosen to make information public in accordance with the International Aid Transparency Initiative (IATI) standards. Recipients of CEPI funding must provide CEPI on request with the documentation necessary to ensure CEPI's compliance with these standards and must also agree to the publication of this information.

CEPI has chosen to align its IATI requirements with the UK Foreign, Commonwealth & Development Office\*. These requirements include disclosing information regarding aggregate budgets, expenditures and timelines. Recipients of CEPI funding should make their best efforts to comply with these standards.

\*<https://iatistandard.org/en/guidance/standard-overview/donors-reporting-requirements/>

### 14. CEPI policies and other requirements

Third Parties contracted to support CEPI funded programmes must comply with the CEPI policies applicable to the work being performed, as published on [www.cepi.net](http://www.cepi.net) and updated from time to time, including specifically:

- Equitable Access Policy
- Clinical Trials Policy
- Scientific Integrity Policy
- Animals in Research Policy
- CEPI GxP Quality and Compliance Expectations and Requirements
- Biosecurity Policy
- Cost Guidance

Any CEPI funding used on Digital Spend must be carried out in a manner consistent with the [Principles of Digital Development](#). Digital Spend is considered to be any external-facing service provided through the internet, including: web-based or mobile information services, websites, knowledge or open data portals, web applications and mobile phone apps.



If you have questions or need to report a concern, see [Reporting concerns to CEPI in the Code](#)





## 15. Sub-Awardees

Third Parties may engage with Sub-Awardees to support in undertaking a CEPI-funded project. Sub-Awardees may be classified as Sub-Grantees or Sub-Contractors (see [Section 15B](#)), but some considerations apply regardless.

### A. Principles for Sub-Awardees

Sub-Awardees must be selected following a competitive selection process, unless exceptions described in [Section 16](#) and [Section 17](#) apply for Sub-Contractors and Sub-Grantees respectively.

The Third Party must ensure that the Sub-Awardee has the necessary competence and internal procedures to meet the requirements of the Third Party's agreement with CEPI, including the Code.

The Sub-Award must be given through a written agreement that reflects the relevant regulations from the agreement between the Third Party and CEPI. Specifically, this must include:

- A general cooperation obligation to enable the Third Party to fulfil its obligations under its agreement with CEPI, including provisions concerning reporting, audit and measures to prevent financial irregularities.
- A requirement that the Sub-Awardee complies with the Code and CEPI's policies applicable to the work performed as set out at [www.cepi.net](http://www.cepi.net) and amended from time to time, including zero tolerance against corruption using CEPI's funds.

An electronic copy of the final signed written agreement between the Third Party and Sub-Awardee must be provided on request to CEPI.

The Third Party remains fully responsible to CEPI for any part of its grant from CEPI which it transfers to a Sub-Awardee. However:

- Sub-Awardees previously charged with or sentenced for any criminal activity may not be used without CEPI's prior written consent.
- Sub-Awardees under sanction for an offence involving bribery and corruption imposed by a government, development organisation or non-governmental organisation may not be used.
- Sub-Awardees which are either on their own or controlled or owned by an organisation which is the object of, or subject to, economic, trade, or financial sanctions imposed in accordance with section 7.G of this Code may not be used.

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Image credit: World Bank



## B. Classification of Sub-Awardees

Please consult the table on this page for more information about differences between Sub-Grantees and Sub-Contractors. These different factors are indicators; you should consult with your CEPI contact if you are unsure of the correct classification of a Sub-Awardee. CEPI retains the right to approve the classification when a new Sub-Awardee enters the project.

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	Procurement	Grants
Type of Sub-Awardee	Sub-Contractor	Sub-Grantee
Object of proposed activity	Purchase of services, goods or works in support of the project	<ul style="list-style-type: none"> <li>Funding to achieve a project objective through a sub-project (action grant)</li> <li>Funding for running costs (operating grant)</li> </ul>
Selection	Through a competitive tender process, aligned to CEPI's procurement rules.	Usually as part of a competitive grant application process, with selection based on specific technical, scientific and intellectual knowledge, knowhow or abilities.
Remuneration	<p>Invoiced against delivery of product / service.</p> <p>Depending on the nature of the contract (including size), CEPI may require additional information to determine the reasonableness – for example, breakdown of budget and / or comparable quotes.</p>	<p>Invoiced based on actual incurred costs, following CEPI's Cost Guidance and financial reporting structure.</p> <p>Sub-grantee is required to submit detailed budget breakdown showing budgeted costs.</p>
Reporting	Additional reporting may be required by CEPI depending on the risk profile and scale of the Sub-Contractor.	Budget and actual costs are reported to primary Awardee. Primary Awardee to share with CEPI, unless otherwise agreed with CEPI.
Contracting arrangement	Service contract (or equivalent)	Funding agreement (or equivalent)
Typical characteristics	<ul style="list-style-type: none"> <li>Provides its normal goods and services as it does to other customers in a competitive environment</li> <li>Performs specific and pre-defined activities of standard, routine or replicable nature</li> <li>Scope is usually limited</li> <li>Retains no ownership of project IP, know-how, materials, or similar</li> <li>No representation on project governance bodies</li> </ul>	<ul style="list-style-type: none"> <li>Provides substantial technical, scientific or intellectual activities that contribute to the specific project objectives</li> <li>Performs, contributes to or leads the design of activities to achieve the project deliverables (usually described in work packages)</li> <li>Scope can be broad, but should be clearly defined in the agreement</li> <li>May sit on JMAG or other joint governance body with CEPI</li> </ul>
Audit / access rights	Required audit rights (these may be direct or indirect for CEPI)	Required direct audit rights
Section of the Code	16	17



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## 16. Procurement requirements for CEPI funded projects

This section sets out the procurement rules and principles which the Third Parties must apply when buying goods, services or works for projects funded by CEPI. **Please note: always check are you making a grant, or buying something (procurement) – see [Section 15B](#) for more information.**

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### A. Principles for Third Party procurement

Third Parties must award procurement contracts based on the following basic principles:

- **Ethics** - Adhere to requirements in the Code, maintain CEPI's reputation, and uphold trust.
- **Value for Money** - Aim for the best balance between needs, quality, and cost, not just the lowest price.
- **Effective Competition** - Maximise competition in procurement.
- **Transparency** - Use clear and accessible policies to demonstrate responsible fund usage.
- **Accountability** - Ensure funds are used appropriately, with proper record-keeping.
- **Conflicts of Interest** - Maintain impartiality and adhere to CEPI's Conflict of Interest requirements.
- **Efficient Process** - Ensure processes are cost-effective while meeting rules and requirements.

### B. Procurement management system

Third Parties must ensure their procurement procedures include steps to identify, assess, and mitigate risks related to cost, quality, compliance, reputation, and delivery. These procedures should include:

- **Evaluation**, to assess whether a product, service, or work offers value for money through a competitive process. Evaluation criteria should be predetermined and relevant to the contract.
- **Tender documents** drafted following best international procurement practices.
- **Invitations to tender** must state that offers will be rejected if any illegal or corrupt practices are found in connection with the award.
- **Contracts** must include termination rights if illegal or corrupt practices are discovered in connection with the contract award or execution.
- **Time limits** must provide sufficient and appropriate time for preparation and submission of tenders.

In accordance with the Code, Third Parties must:

- Maintain detailed records of the procurement process, evaluation, and award.
- Provide regular training on CEPI-compliant procurement procedures.
- Monitor all procurement activities in CEPI-funded projects for compliance with this section.
- Report any concerns about a Third Party's compliance via CEPI's [electronic reporting channel](#).



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## 16. Procurement requirements for CEPI funded projects

### C. Eligibility requirements

Third Parties must exclude tenderers\* from procurement if they:

- Are bankrupt, under court administration, or have suspended business activities.
- Have irreconcilable conflicts of interest as per [Section 7E](#) of the Code.
- Misrepresent or fail to supply required information.

Additionally, Third Parties must require confirmation that:

- Neither the tenderer nor a person with decision-making authority at the tenderer has been convicted of professional misconduct or serious offenses such as fraud or corruption.
- The tenderer has not failed to fulfil tax or social security obligations.
- The tenderer is not, either on its own or controlled or owned by an organisation that is, the object of, or subject to, economic, trade, or financial sanctions imposed in accordance with [Section 7G](#) of this Code.
- The tenderer does not use child or forced labour, practice discrimination, or violate ILO conventions regarding workers' rights.

Third Parties should also obtain details on the tenderers' legal form and ownership structure.

*\* A tenderer refers to an individual, company, or organisation that submits an offer or bid to undertake a contract or supply goods and services in as part of a procurement process.*

### D. Exceptions to competitive requirements

Direct procurement without an Evaluation is possible only where it has been documented that one of the exceptions below applies:

- There is a pre-existing framework agreement / contract which was established on the basis of an Evaluation and / or a competitive process.
- No offers or no suitable offers or no request to participate or no suitable requests to participate have been submitted in response to a published request for proposals.
- Where for technical reasons there is only one possible supplier or service provider.
- Protection of exclusive rights, including intellectual property rights, is required.
- Products involved are manufactured purely for the purpose of research, experimental study or development.
- Contracts pursuant to this point should not include quantity production to establish viability or to recover R&D costs.
- It is necessary for reasons of extreme urgency brought about by events unforeseeable by the Third Party.
- Where the services are entrusted to public-sector or non-profit bodies and relate to activities of an institutional nature or are designed to provide assistance to people in the social field.

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## 17. Sub-granting awarding requirements for CEPI funded projects

This section sets out the rules and principles which the Third Parties must apply when awarding sub-grants funded by CEPI. **Always check are you making a grant or buying something (procurement) – see [Section 15B](#) for more information.**

### A. Third Party sub-grant awards: Awarding principles

A Sub-Grantee is selected based on specific technical, scientific and intellectual knowledge, knowhow or abilities. The selection should involve a competitive grant application process.

A direct award may be appropriate in certain limited circumstances, including for technical / scientific reasons where there is only one potential Sub-Grantee, or in reasons of extreme urgency brought about by events unforeseeable by the Third Party. Where a direct award is made, written justification must be retained and shared with CEPI on request.

### B. Third Party sub-grant awards: Requirements

In addition to following the above principles, the written agreement awarding the sub-grant to the Sub-Grantee must explicitly state the following:

1. In line with CEPI's Cost Guidance, the sub-grant should cover:
  - the Sub-Grantee's costs which are reasonable, justifiable and necessary, and directly related to execution of the Sub-Grantee's project; and
  - the Sub-Grantee's indirect costs which are reasonable, necessary and justifiable.
2. The Third Party, CEPI and CEPI's funders must at all times be entitled to carry out independent reviews, audits, field visits or evaluations or other control measures ("Control Measures") related to the sub-grant at their cost.
3. The Sub-Grantee must facilitate such Control Measures by providing to CEPI or its designee all information and documentation necessary to carry out the relevant initiative, as well as ensuring unrestricted access to any premises, records, goods and documents requested by CEPI or its designee.
4. CEPI's representatives must also have access to the Sub-Grantee's auditor and the auditor's assessments of all information pertaining to the Sub-Grantee and its use of CEPI's funds. The Sub-Grantee must release the auditor from all confidentiality obligations in order to facilitate such access to CEPI or its designee. The Sub-Grantee should specifically provide CEPI with access to the annual report and management letter, on request.
5. The Third Party must be entitled to claim repayment of the sub-grant from the Sub-Grantee in the same circumstances and to the same extent that CEPI is entitled to claim repayment from the Third Party.

The rights and obligations set out in points 2-5 above must continue in force for the longer of the retention period per the Funding Agreement or seven (7) years following the expiry or termination of the written agreement awarding the sub-grant to the Sub-Grantee.



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## 17. Environmental Sustainability

In addition to the general environmental obligations set out in Section 11 of the Code, Third Parties working on CEPI funded projects must meet the following requirements relating to environmental sustainability. These requirements reflect the growing expectations of CEPI's funders and the broader research community, and recognise that delivering CEPI's mission responsibly includes minimising the environmental footprint of funded research and development activities.

CEPI requires all Third Parties to conduct CEPI-funded work in an environmentally sustainable manner, compliant with local laws relating to the environment and sustainability, and consistent with internationally recognised standards. All Third Parties should have reasonable and appropriate measures in place to:

- Design and deliver work using an environmentally sustainable approach which is reasonably available, including efforts to reduce emissions and resource use.
- Minimise travel and use lower-carbon alternatives where feasible, ensuring travel is necessary and justified.
- Seek to reduce, reuse, and recycle materials, equipment, and consumables wherever practicable.
- Develop an approach to measure and monitor environmental impacts using appropriate tools, and provide staff with relevant training and guidance.

CEPI recognises that capabilities and infrastructure vary globally, and requirements are therefore applied proportionately. Third Parties based in higher income countries should also, where proportionate based on their activities and size, undertake additional activities, such as:

- Aligning with the [Concordat for the Environmental Sustainability of Research and Innovation Practice](#) or demonstrate equivalent commitments.
- Maintaining an organisation-wide sustainability approach, including targets and plans to reduce greenhouse gas emissions.
- Maintain systems (such as inventories or logs) to avoid unnecessary procurement and promote reuse of resources.

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Image credit: Institut Pasteur de Dakar

The image features a dark blue background with two large, overlapping circular shapes. The shape on the left is a gradient from light red to dark red, and the shape on the right is a gradient from light purple to dark purple. In the center, the letters 'CEPI' are displayed in a white, sans-serif font. The letter 'E' is unique, containing a white dot in its center.

# CEPI

[www.cepi.net](http://www.cepi.net)

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