

Approved by:
Clinical Compliance Oversight Committee, December 16, 2021
Provost for Medical Affairs and Dean of the Medical College, December 17, 2021

WEILL CORNELL MEDICINE
ANTITRUST COMPLIANCE POLICY
Effective December 17, 2021

POLICY STATEMENT

Weill Cornell Medicine (WCM) is committed to complying with all applicable antitrust laws and avoiding practices that create unlawful restraints and monopolies or amount to unfair business practices. WCM expects all members of the institution, including members of the administration, faculty members, and staff, to familiarize themselves with these guidelines, to comply with all applicable antitrust laws, and to consult with the Office of General Counsel if there are any questions about whether a practice may implicate any antitrust laws.

BACKGROUND

The antitrust laws are intended to promote market-based competition for goods and services, including in markets for healthcare products and services, in the tuition and fees charged for higher education and any financial aid offered or provided to students, and in the salaries paid to faculty members and staff at colleges and universities. Antitrust laws are found at both the state and federal level, including the federal Sherman Act, the federal Clayton Act, the Federal Trade Commission Act, New York State's Donnelly Act, and other laws. Many other countries also have laws concerning competition.

The antitrust laws prohibit certain agreements between or among competitors that may eliminate or reduce competition, such as price-fixing agreements, market-allocation agreements, agreements to boycott competitors, bid-rigging agreements, and "no-poach" agreements between or among employers. The antitrust laws apply not only to formal written contracts, but also to informal understandings and arrangements entered into between or among competitors. For example, gentlemen's agreements, informal dinner party discussions, agreements or arrangements made by email or text, and similar informal agreements or arrangements may implicate the antitrust laws even if such agreements or arrangements are not reduced to a formal written contract. The antitrust laws may also be implicated when competitively-sensitive information is shared with a competitor, even if an actual agreement is not entered into.

The antitrust laws apply not just to for-profit businesses, but also to colleges, universities, medical providers, and not-for-profit institutions. Violations of the antitrust laws can carry substantial penalties, including civil and criminal monetary fines and damages awards. Significant antitrust violations may also result in the imprisonment of individuals found to be involved in wrongdoing.

ANTITRUST GUIDELINES

Employees are prohibited from engaging in unlawful agreements, discussions or information-sharing with competitors that violate applicable antitrust laws. The word "competitor" as used in this policy should be construed broadly. There are many businesses and other entities that could

constitute competitors with Weill Cornell Medicine under the antitrust laws, including other employers and institutions and businesses that provide higher education or medical services.

Prohibited Agreements. The antitrust laws generally prohibit agreements or coordination between or among competitors regarding how they will compete or not compete in a market. The following types of agreements with competitors are prohibited:

- Agreements to set the prices or terms upon which products or services are purchased, sold, offered, or provided, including agreements concerning rebates, pricing methods, or any other matters relating to or affecting prices or the other terms upon which products or services are purchased, sold, offered, or provided;
- Agreements to boycott or refuse to deal with a particular person or business, such as a vendor or other provider of goods or services;
- Bid-rigging agreements (i.e., where competitive bidders coordinate in responding to bid requests);
- No-poach agreements (i.e., where competitors agree not to hire or recruit each other's employees or students);
- Wage-fixing agreements to fix wage or employee benefit levels or other agreements regarding any terms of employment; and
- Agreements to maintain current tuitions, fees, or other charges, or to modify them in any particular way.

Prohibited Discussions and Information-Sharing. Sharing certain information with competitors may also implicate the antitrust laws. Weill Cornell Medicine administrators, faculty and staff should avoid any discussions or information-sharing with competitors concerning any competitively-sensitive topics, including:

- Past, present, or future prices of products or services;
- The terms on which WCM or any competitor does business or provides services, or intends to do business or provide services;
- The selection of suppliers or vendors for goods or services;
- Compensation or benefits of any faculty members or other employees of WCM, including current or future salaries, wages, or levels or ranges of salaries or wages;
- Plans or projections regarding future tuition or fees before they have been approved and publicly announced;

- How WCM will compete for students, including how students will be admitted or recruited;
- Financial aid offered or to be offered to particular prospective students; or
- Any other nonpublic information regarding tuition, fees, or financial aid.

Responding to Surveys. If certain precautions are taken, information may also be shared in response to surveys concerning tuition, salaries, financial aid, and other subjects of interest to colleges, universities, or health care providers, without implicating the antitrust laws. The following guidelines should be followed when participating in such surveys: (1) the survey should be conducted by a third party rather than a competitor such as another medical college or research institution; (2) at least five comparably-sized institutions should participate in the survey, with no participant accounting for more than 25 percent (on a weighted basis) of the reported statistic; (3) the data provided should be aggregated prior to disclosure; and (4) any price, cost, or wage information provided should be at least three months old. Only representatives of WCM authorized by the Dean or by members of the Dean’s Leadership Council may respond to surveys seeking information regarding prices, tuition, fees, salaries, or other similar subjects. Individual employees may not participate in such surveys. Before responding to any surveys seeking information concerning prices, tuition, fees, salaries, or other similar subjects, representatives of WCM should consult the Office of General Counsel.

Joint Research. Weill Cornell Medicine participates in partnerships or collaborations with several other institutions, and physicians, researchers, and others at WCM collaborate on research activities or scholarly endeavors with individuals at other institutions. While the antitrust laws generally do not prohibit such joint research efforts or scholarly collaborations, they do prohibit entering into agreements that eliminate or reduce competition in markets for goods and services. Another institution or employer may constitute a competitor of WCM under the antitrust laws even if the institution participates in scholarly or research collaborations with WCM.

<p>QUESTIONS AND ADVICE; REPORTING VIOLATIONS</p>
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The Office of General Counsel is available to advise on any questions concerning compliance with these guidelines or the antitrust laws generally. Please reach out to the Office of General Counsel by calling (212) 746-0463 or by reaching out to the attorneys or staff listed for Weill Cornell Medicine at counsel.cornell.edu/contact-us.

All institutional members, including members of the administration, faculty members, and staff of Weill Cornell Medicine, are expected to report any suspected, alleged, or actual violations of these guidelines or the antitrust laws through normal lines of communication to supervisors, department leaders or Deans. Reports may also be made to the Office of General Counsel or to the University Ethics Hotline. No member of the institution may be retaliated against for making

a report in good faith. Institutional members should immediately report any retaliation to the University Ethics Hotline.