

<b>Institute for Medical Research, Inc.</b>	<b>Conflict of Interest</b>	No. 104	
		Effective Date 10-29-12	
		Revision Date 8-22-16	
		Final Approval	Approved by IMR Board of Directors: 8-22-16

**Purpose**

This policy is designed to protect the interests of IMR by providing guidance on participation in IMR matters that might permit an officer, director, or employee to choose personal interests over the interests of IMR, or that might call into question the employee's independence, impartiality, or integrity of service to IMR.

**Application of Policy**

- 1.) Pursuant to 38 U.S.C. 7366(c), as amended by Public Law 111-163 801-806, all directors, officers, employees of IMR are subject to this conflict of interest policy. This policy is intended to supplement, but not replace, applicable Federal and state laws and Department of Veterans Affairs (VA) regulations and policies governing conflicts of interest, including those VA policies pertaining to research conflicts of interest.
- 2.) VA employees statutorily mandated to serve as NPC Directors as part of official VA duty ("Statutory VA Directors") and IMR employees who hold a VA Without Compensation (WOC) appointment, or who are detailed or assigned to VA under the Intergovernmental Personnel Act, are subject to the Federal conflict of interest laws and regulations, which control if in conflict with this policy.

**General Policy**

- 1.) Unless authorized by the IMR Board of Directors an IMR Director, officer or employee is prohibited from participating as part of his IMR duties in any matter in which he has a Conflict of Interest or the appearance of a Conflict of Interest. To participate in a matter means to engage in an aspect of the decision-making process through recommendation, approval, disapproval, investigation, advice-giving or the like, or through the active supervision of a subordinate who is so engaged.
- 2.) The final determination of the existence of a Conflict of Interest or the appearance of a Conflict of Interest rests with the Board of Directors of IMR.
- 3.) Each Director, officer or employee has an obligation to inform the Executive Director as soon as he believes that he has a real or potential Conflict of Interest or appearance of a Conflict of Interest that could affect his participation in an IMR matter.

**Definitions**

- 1.) Business Associate: A "Business Associate" is any person or entity, other than IMR, with whom an IMR officer, director or employee: 1) engages in the exchange of goods or services for remuneration (other than routine consumer transactions); 2) served within the past year as an officer, director, trustee, general partner, agent, attorney, consultant, contractor or employee; or 3) or any of their Relatives serves, seeks to serve, or has an

arrangement to serve as an officer, director, trustee, general partner, agent, attorney, consultant, contractor or employee.

- 2.) Close Relationship: A Director, officer or employee of IMR has a Close Relationship with Relatives, members of his household, and Business Associates such as general partners.
- 3.) Conflict of Interest: A Conflict of Interest exists when the interest of a director, officer or employee is or appears to be competing with the interest of IMR. A director, officer or employee may be considered to have a conflict of interest whenever he or someone with whom he has a Close Relationship has an existing financial or other material interest that affects or appears to affect the independence, objectivity, or integrity of the director, officer or employee in the discharge of his IMR responsibilities. Additionally, personal and business relationships may cause “dual loyalties” that are unrelated to personal financial gain, but nonetheless may raise conflict of interest concerns.
- 4.) Financial or Other Material Interest: An IMR director, officer or employee has a “Financial Interest” if through business, investment, or Relatives he has an ownership or investment interest in, or a compensation arrangement with, any entity or individual with whom IMR has or is contemplating a transaction or arrangement.
- 5.) Key Employee: An IMR employee with decision-making authority.
- 6.) Relatives: For purposes of this policy, “Relatives” are the spouse, parent, child and any other relative by blood or marriage with whom an IMR officer, director, or employee has similarly close personal ties, as well as any other member of his household.

## **Disclosure**

- 1.) Duty to Disclose. All IMR directors, officers, and employees have a duty to disclose actual or potential Conflicts of Interest or appearance of a Conflict of Interest in accordance with this Policy.
- 2.) Disclosure Documents. The Board of Directors shall approve the content of the template Disclosure Questionnaire (Attachment A) and the Affirmation of Compliance statement (Attachment B) and any future substantive changes to them.
- 3.) Disclosure Procedures
  - A. All IMR Directors, officers and employees will complete a Disclosure Questionnaire and an Affirmation of Compliance upon initiating their association with IMR.
  - B. All IMR directors, officers and Key Employees will submit to the Executive Director a new Disclosure Questionnaire and Affirmation of Compliance statement any time a change in circumstances may result in a potential conflict of interest, but at least annually.
  - C. Employees other than Key Employees will submit to the Executive Director a new Disclosure Questionnaire and Affirmation of Compliance statement any time a change in circumstances may result in a potential conflict of interest.

#### 4.) Review

- A. The Executive Director shall conduct a preliminary review of all Disclosure Questionnaires.
  - B. The Executive Director will provide to the Board of Directors any Disclosure Questionnaire of a director, officer or Key Employee that contains a disclosure (i.e. a “yes” response). The Board will determine whether a conflict exists and if so, how to manage the conflict if possible. Disclosure Questionnaires containing no disclosures and the Affirmation of Compliance statements need to be submitted to the Board of Directors.
  - C. The Executive Director will provide to the Chair of the Board (or equivalent position) and the employee’s supervisor, the Disclosure Questionnaire of a non-Key Employee that contains a disclosure. The Chair, supervisor, and Executive Director that requires consideration by the Board.
- 5.) Sanctions. Failure to disclose as required by this Policy may result in sanctions, up to and including dismissal from IMR.
  - 6.) Tracking. The Executive Director shall ensure that all IMR personnel fulfill their disclosure requirements and shall ensure that written documentation showing fulfillment of such requirement is maintained for three years.
  - 7.) Confidentiality. Disclosure Questionnaires may contain confidential information and will be treated as confidential documents.
  - 8.) Storage and Retention. The Executive Director will maintain Disclosure Questionnaires and Affirmations of Compliance statements with the official records of IMR in a secured container. The Disclosure Questionnaires and Affirmation of Compliance statements will be retained for at least three years with the most recent version of each retained until the end of the individual’s IMR relationship.

#### **Requirement for Board Review of Potential Conflicts**

- 1.) Whenever there is a reason to believe that a potential conflict exists between any interest of an IMR board member, officer or employee, and their duty to the IMR, the Board will promptly convene a meeting to determine whether a Conflict of Interest exists and the appropriate response.
- 2.) Any response by the Board will include, but may not necessarily be limited to, invoking the procedures described below with respect to a specific proposed matter.
- 3.) If there to believe that a potential conflict affects VA interest, the Board will bring the potential conflict to the attention of the appropriate VA authorities which may include the facility Research Conflict of Interest Committee or a VA OGC Deputy

#### **Procedures for Determining and Managing Conflicts of Interest**

- 1.) When a potential conflict exists between the interest of IMR and a director, officer or employee, the Board will consider the matter during a meeting of the Board. The affected individual shall recuse himself from participating in the potential Conflict of

Interest and from the Board meeting at which the potential Conflict of Interest is considered.

- 2.) Procedures. Until such time as the Conflict of Interest is resolved, the affected individual shall recuse himself from participating in the matter that invoked the potential Conflict of Interest concern. The following procedures will apply:
  - A. Board Review. A director, officer or employee who has a potential conflict of interest with respect to a proposed IMR decision, policy or transaction or arrangement (an "interested party") will not participate in any way in, or be present during, the deliberations and decision-making vote of NPC with respect to such matter. However, that person will have an opportunity to provide factual information about the proposed conflict and/or matter regarding the potential conflict. Also, the Board may request that an interested party be available to answer questions. Board options include but are not limited to:
    - I. Allowing the proposed matter to go forward upon finding it in the best interest of IMR;
    - II. Prohibiting the proposed matter from going forward if it is found to have been irreparably tainted by the Conflict of Interest;
    - III. Approving mitigating actions (including but not limited to recusal, limitation of duties, transfer or reassignment, additional supervisory review or other action considered appropriate by the Board); or
    - IV. Recommending an alternative arrangement.
  - B. Vote. A decision by the disinterested members of the Board will be made by vote of a majority of members in attendance at a meeting for which a quorum is present. An interested director will not be counted for purposes of determining whether a quorum is present, or for purposes of determining what constitutes a majority vote of directors in attendance. Any person who is the subject of such vote shall not be present.
  - C. Minutes. The minutes of the Board meeting will reflect that the conflict disclosure was made to the Board, the vote taken and, when applicable, the abstention from voting and participation by any interested party. Whenever possible, the minutes should frame the decision in such a way that it provides guidance for consideration of future conflict of interest situations.

### **Violations of Conflict of Interest Policy**

- 1.) If a director, officer, employee, or the supervisor of an IMR employee, has reason to believe that any other director, officer or employee has failed to disclose an actual or potential conflict of interest, such person has a responsibility to inform the chair of the Board or the executive director of their belief and its basis. In such event or should the chair of the Board, executive director, or any member of the Board become aware of a possible violation of this Policy, the chair of the Board, executive director, or other Director will refer the matter to the Board. The Board will inform the person of the allegation and will allow the person an opportunity to explain the alleged failure to disclose.

- 2.) If after affording an IMR director, officer, or employee with a potential or actual conflict an opportunity to disclose all material facts, the Board decides that such an individual has in fact failed to disclose a possible conflict of interest, the Board will determine the corrective steps to be taken and/or disciplinary action.

## **Training**

### 1.) Requirements

- A. All Directors, officers and employees (including those with VA WOC appointments to conduct VA research or education activities) shall receive training on this Policy within ninety (90) days of hire or affiliation with IMR.
- B. Directors, officers and Key Employees shall receive training on this Policy annually thereafter.

2.) Tracking. The Executive Director shall ensure that all NPC personnel fulfill their training requirements and shall ensure that written documentation of such training is maintained for three years.

3.) Sanctions. Failure to fulfill the Training requirement may result in sanctions up to and including dismissal.

## Training Requirements of VHA Handbook 1200.17

TRAINING	All NPC Staff	Key NPC Staff	Board Members and Officers
<p><b>Mandatory Internal Controls.</b> This is a one time training to be taken within the first 90 days of employment at the NPC or appointment to the Board.</p>	No	Yes	Yes
<p><b>Conflict of Interest Training.</b> Initial training is required within 90 days of employment at the NPC or appointment to the Board.</p>	Yes	Yes	Yes
<p><b>Conflict of Interest Training.</b> Annual training is required.</p>	No	Yes	Yes
<p><b>Both of these trainings are available on TMS for VA and non-VA employees. The Executive Director is responsible for ensuring that the facility Education team places these on the VA employees sites.</b></p>			

## IMR Conflict of Interest Confidential Disclosure Questionnaire

Please complete the questionnaire below, indicating any potential conflicts of interest. If you answer "yes" to any of the questions, provide a written description of the details in the space allowed. Attach additional sheets as needed. Submit your completed form to IMR executive director.

**A. Financial Interests.** A conflict may exist when an IMR director, officer or employee or any of their relatives may directly or indirectly benefit or profit as a result of a decision, policy, transaction or arrangement made by IMR.

During the past 12 months (for each "yes" response, please describe below or on a separate page):

1. Has IMR proposed to contract or contracted to purchase or lease goods, services, or property from you, a relative or a business associate?

Yes      No

2. Are you related to any current or prospective IMR director, officer or employee, or to the supervisor of any IMR employee?

Yes      No

3. Have you, a relative or a business associate been provided with a gift, gratuity or favor of a substantial nature from a person or entity that does business or seeks to do business with IMR?

Yes      No

4. Have you, a relative or business associate been gratuitously provided use of the facilities, property, or services of IMR?

Yes      No

5. Are you, a relative or a business associate in a position to benefit financially from decision, policy, transaction or arrangement made or to be made by IMR?

Yes      No

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## IMR Conflict of Interest Affirmation of Compliance

I have received and carefully read the Conflict of Interest Policy for directors, officers and employees of Institute for Medical Research (IMR) and have considered the literal expression of the policy as well as its intent. By signing this affirmation of compliance, I hereby affirm that I have read, understand and agree to comply with the IMR Conflict of Interest Policy. I further understand that IMR is a nonprofit organization and that in order to maintain its federal tax exemption it must engage primarily in activities that accomplish one or more of its tax-exempt purposes without personal inurement, other than by salary.

Except as otherwise indicated in the Disclosure Questionnaire and attachments below, I hereby state that neither I nor any relative or business associate has any conflict of interest, financial or otherwise that may be seen as competing with the interests of IMR. Also, neither I nor any of my relatives or business associates benefit from any action, policy or transaction made by IMR in a manner that has not been previously disclosed.

If any situation should arise in the future that I believe may involve me in a conflict of interest, I will promptly and fully disclose the circumstances as appropriate:

- For members of the Board, officers and the executive director: the President of the Board
- For key administrative employees: the executive director
- For employees directly or indirectly engaged in VA research or education: supervisor and the executive director

I further certify that the information set forth in the Disclosure Questionnaire and attachments, if any, is true and correct to the best of my knowledge, information and belief.

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Name (Please print)

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Signature

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Date

**For directors, officers and key employees: Annual reaffirmation**

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Signature

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Date