



BROWN

Conflict of Interest and Commitment Policy

POL 01.10.01

Effective Date: October 26, 2019

1.0 Policy Purpose

The University is committed to the highest levels of integrity. Members of the Brown Community are expected to conduct their relationships with each other, the University, and outside organizations with honesty and in a manner that supports the University's mission. The following establishes the policy, principles, and associated responsibilities for identifying, eliminating, minimizing, and managing actual, potential or perceived conflicts of interest or commitment involving Members of the Brown Community.

2.0 To Whom the Policy Applies

Every Member of the Brown Community is subject to this policy, and is required to disclose potential, actual or perceived conflicts to the appropriate University Representative. Certain Members of the Brown Community, based on their role and activities, may be subject to additional subsidiary policies and reporting requirements.

Some Members of the Brown Community may be required to withdraw from debate, voting, or other decision-making process where a conflict of interest exists or might arise.

3.0 Policy Statement

All decision and actions taken by Members of the Brown Community in the conduct of their University business, research, or other activities should be made in a manner that promotes the best interests of the University. Members of the Brown Community have an obligation to appropriately address both the substance and the appearance of a conflict of interest or commitment.

A *conflict of interest* is a set of circumstances that creates a risk that professional judgment or actions regarding a University interest will be unduly influenced by a secondary or personal interest. Members of the Brown Community are obligated to avoid or disclose actual ethical, legal, financial, or other conflicts of interest involving the University, and recuse themselves when decision-making related to University Responsibilities could be influenced by a conflict of interest.

A *conflict of commitment* occurs when outside activities interfere with an individual's ability to meet University Responsibilities. Members of the Brown Community are expected to commit their time and intellectual energy toward supporting the mission of the University, consistent with their employment or appointment. While the University's mission is furthered by community and professional service in outside activities (such as serving on boards and engaging in entrepreneurial activity), Members of the Brown Community are expected to conduct these outside activities and interests according to applicable University policies, guidelines, disclosure and reporting requirements.

The full disclosure of interests and activities that may give rise to actual, potential, or perceived conflicts is necessary to determine if it is permitted, and if so, the necessary actions to ensure it does not result in actions or conditions which conflict with the University's mission, strategy or operations.

The University has established the following principles and guidance for avoiding and managing conflicts, and prohibited activities:

3.1 Personal Relationships in the Workplace

Members of the Brown Community may not participate in decisions or evaluations, or authorize University funds for activities involving a direct benefit (e.g., initial employment, salary, work assignments, performance evaluations, University-paid travel, teaching) to Family Members. In some cases, a faculty member (e.g., serving as a Department Chair) may request in writing to the Dean of the Faculty, the allocation of research or other University funds to a family member.

3.2 Business Decisions

Members of the Brown Community may not make or influence business decisions, including executing purchasing agreements or other types of contracts, from which they, a Family Member, or an Associate may personally benefit. Members of the Brown Community who stand to gain from a contract must identify the situation to their University Representative.

3.3 Use of University Resources and University-Owned Facilities

Members of the Brown Community must ensure personal use of non-work-related telephone and electronic information systems is infrequent, generally occurs outside of regular work hours or during breaks, does not interfere with University operations, does not involve activity or behavior that is unlawful or inappropriate, and does not incur additional expense to the University.

Decisions regarding the use of campus space by external third parties must be made according to applicable University policies, such as the Use of Campus Space by External Third-Parties. Members of the Brown Community with an interest, financial or otherwise, in a third party seeking to use campus space must contact their University Representative, in advance.

3.4 Use of the University Name or Likeness

Members of the Brown Community may not use the University name, likeness, or logo other than in the context of their University Responsibilities. The University name and logo are registered trademarks of the University. Rules for using the University's name or likeness by the internal campus community and external individuals and organizations are outlined in the Brown University Name Use Policy.

3.5 Personal Gifts

Soliciting Personal Gifts: In order to avoid a conflict of interest or appearance of a conflict of interest, at no time should an employee solicit personal gifts from a donor; current, prospective or former student or parent; or others with whom there is a potential or existing business or professional relationship. All Members of the Brown Community are expected to adhere to the Business Ethics set forth by the University.

Receiving Personal Gifts: In order to avoid a conflict of interest or the appearance of a conflict of interest, Members of the Brown Community are prohibited from accepting personal gifts and favors from a donor; current, prospective or former student or parent; or others with whom there is a potential or existing business or professional relationship, in most circumstances as detailed below:

3.5.1 Prohibited Personal Gifts

Gifts valued in excess of \$100 or of undetermined value must be returned immediately.

3.5.2 Acceptable Personal Gifts:

- Gifts valued up to and including \$100, but if accepted, the individual should report the gift to their supervisor when received, and the gift must be reported during the annual Conflict of Interest and Commitment Disclosure process.
- Gifts of promotional items of nominal value and that are routinely distributed by vendors to clients (e.g., pens, notebooks, tote bags).
- Non-monetary and customary gifts exchanged at an official University event where the giving and receiving of the gift(s) is conducted on behalf of the University. Gifts received would become University property, and not a personal gift.
- Modest gift baskets or nominal food items that are shared widely with colleagues.
- Courtesy copies of professional materials.
- Courtesy payment for a modest business meal in accordance with the University's Business Meals and Hospitality Policy.

3.5.3 Personal Gifts Internal to Brown

A personal gift to a subordinate to recognize a life event is allowed but the value must be commensurate with the occasion. Small gifts to subordinates for holidays are also allowed. Supervisors must not use a gift to provide a bonus to a subordinate but instead follow established human resources policies for adjustment to compensation.

3.5.4 Additional Personal Gift Restrictions

Individual academic and administrative departments, schools, operating units, or University committees (e.g., through their by-laws) may impose stricter gift restrictions where required by regulation or widely accepted standards.

3.6 Service on University Committees

A Member of the Brown Community serving on a University committee must either recuse themselves from the committee in which they serve, or disclose to the committee chair any interest or relationship that gives rise to a potential or actual conflict of interest so the conflict is appropriately addressed.

3.7 Involvement of Subordinates/Students/Trainees in an Outside Activity or Reportable Financial Interest

Members of the Brown Community must obtain appropriate University Representative approval prior to involving subordinates, students or trainees, whom they directly supervise or advise, in a privately owned entity outside the University in which they have a Reportable Financial Interest or a Fiduciary Role.

3.8 Investing in Business Ventures of Subordinates or Students

Members of the Brown Community may not invest personally or own stock in privately held business ventures of subordinates or students and trainees under their direct supervision and mentorship.

3.9 Receipt of Remuneration for Identical Services

Members of the Brown Community must obtain their supervisor's approval to receive remuneration from Brown and an outside source for identical services or activities.

4.0 Definitions: See Appendix A for definitions as they relate to this policy.

5.0 Responsibilities

All Members of the Brown Community are responsible for becoming familiar with and adhering to this policy. Any Member of the Brown Community who has any doubt about what may constitute a conflict has the responsibility to discuss this with their supervisor or appropriate authority, including Institutional Compliance, and to report any actual, potential or perceived conflicts as required by this policy.

Senior Officers and supervisors are responsible for promoting the understanding of, and ensuring compliance with, this policy.

5.1 Reporting

All Members of the Brown Community must disclose potential, actual or perceived conflicts as they arise to their University Representative, who must ensure that the conflicts are reported and resolved according to the process defined in the relevant reporting and review process.

Certain Members of the Brown Community are required to submit annual disclosure forms and update these forms as conflicts or potential conflicts are identified, as applicable, to the appropriate University Representative in accordance with internal reporting time frames and procedures. See Section 7.2 for associated reporting procedures.

5.2 Review

University Representatives have the authority to and are responsible for:

- Conducting conflict of interest and commitment reviews in accordance with all applicable policies and guidelines.
- Ensuring management plans are established and documented for those reported conditions/situations that reasonably appear to create conflicts of interest or commitment.
- Providing appropriate oversight of identified conflicts of interest or commitment and associated management plans with other University officials and offices as circumstances require, to ensure each potential or actual conflict is evaluated, resolved, or managed.

6.0 Consequences for Violating this Policy

Failure to comply with this and related policies is subject to disciplinary action, up to and including suspension without pay, or termination of employment or association with the University, in accordance with applicable (e.g., staff, faculty, student) disciplinary procedures.

7.0 Related Information

Brown University is a community in which employees are encouraged to share workplace concerns with University leadership. Additionally, Brown's Ethics and Compliance Reporting System allows anonymous and confidential reporting on matters of concern through the EthicsPoint platform.

The following information complements and supplements this document. The information is intended to help explain this policy and is not an all-inclusive list of policies, procedures, laws and requirements.

7.1 Related Policies:

- Acceptable Computing Use
- Business Meals and Hospitality Policy
- Code of Conduct, Brown University
- Conflict of Interest in Research
- Email Policy
- Employment of Relatives
- General Conditions of Employment
- Guidelines for Political Activities
- Insurance Requirements for Facilities Use for Non-Brown Events, Policy for
- Name Use, Brown University
- Use of Campus Space by External Third Parties

7.2 Related Procedures:

- Business Ethics (Procurement)
- Conflict of Interest and Commitment Process (Staff)
- Conflict of Interest Management Plan (Staff)
- Reporting and Review Process (Academic Appointees and Investigators)

7.3 Related Forms: N/A

7.4 Frequently Asked Questions (FAQs):

- Conflict of Interest and Commitment Frequently Asked Questions

7.5 Other Related Information:

- Conflict of Interest and Commitment Guidelines
- Conflict of Interest and Commitment Job Aid

8.0 Policy Owner and Contact(s)

8.1 Policy Owners: Provost and Executive Vice President for Finance and Administration

8.2 Policy Approved by: The Corporation of Brown University

8.3 Contact Information:

- Corporation Members and Members of a Standing Committee of the Corporation
Executive Vice President for Planning and Policy, Russell Carey
email: russell_carey@brown.edu: telephone 401-863-9650
- Faculty
Associate Dean of the Faculty and Associate Provost for Special Projects, Joel Revill
email: joel_revill@brown.edu: telephone 401-863-9642
- Staff
Assistant Vice President of Human Resources Operations, Kimberly Roskiewicz
email: kimberly_roskiewicz@brown.edu: telephone 401-863-3175
- Researchers
Associate Director of Research Operations, Juliane Blyth
email: juliane_blyth@brown.edu: telephone 401-863-3295
- General Inquiries, Further Help or Questions on Section 3.5.2 Acceptable Gifts
Chief Compliance Officer, Donna Foresti
email: donna_foresti@brown.edu: telephone 401-863-2392

9.0 Policy History

9.1 Policy Effective Date: October 26, 2019

9.2 Policy Last Reviewed: October 26, 2019

9.3 Policy Update/Review Summary: Policy content revised to include updated gift limits and to align with University-wide policies. Formatted to comply with new University Policy Template.

Appendix A

DEFINITIONS

For purposes of this policy, the terms below have the following definitions:

Academic Appointees: An individual holding a title granted by any of the University's faculty affairs offices (e.g. the Office of the Dean of the Faculty or the Office of BioMed Faculty Administration). This includes individuals employed by an affiliated hospital, a practice plan, or a foundation and have a University faculty appointment. This policy covers them for their work related to the University.

Associate: Any individual or organization with whom a Member of the Brown Community has a close personal or business relationship, such that, a benefit to that individual or organization could be construed as a personal favor by the Member of the Brown Community and/or an indirect personal benefit to the Member of the Brown Community.

Family Member: A spouse, domestic partner, parent, child, sibling, grandparent, grandchild, (as well as in-laws and step parent, child, sibling, grandchild), guardian and ward or member of one's household.

Fiduciary Role: A position in which one has a legal responsibility of care for the assets or rights of another entity or person. Fiduciary roles include serving as a member of a company's board of directors, or a position such as an officer or executive of a company (e.g., Chief Executive Officer, Chief Operating Officer) which requires high-level responsibility for the day-to-day management of the business.

Investigators: The project director or principal investigator and any other person, regardless of title or position, who is responsible for the design, conduct, or reporting of research, which may include, for example, collaborators and consultants. "Design, conduct, or reporting" includes, but is not limited to:

- Designing, conducting, and/or directing research
- Enrolling research subjects (including obtaining informed consent, if applicable) or making decisions related to eligibility for enrollment
- Analyzing, reporting, presenting, or publishing research data

Member of the Brown Community: A staff member, anyone with an academic appointment from Brown, a member of the Corporation of Brown University, or a member of a Standing Committee of the Corporation.

Outside Activity: Any activity that is not performed as part of a Member of the Brown Community's responsibilities at the University and that:

- Is remunerated; or
- Is with an outside entity, and the primary business activities of which relate to their responsibilities at the University, or draw upon their authority as a Member of the Brown Community; or
- Is with an outside entity that is a vendor of, or likely to do business with, the University.

Personal Gift: Anything of value that is received directly or indirectly, and personally, and where the fair market value is not paid for in return.

Reportable Financial Interests:

- Receipt of anything of monetary value from a single source exceeding \$5,000 annually, such as salary, royalties, and payments for services (including consulting fees and honoraria). It does not include inheritances, and income from debt obligations of the U.S., state, or local governments, certificates of deposit, blind trusts, and broadly diversified mutual funds and brokerage accounts managed by third parties.
- Ownership of an equity interest exceeding the lesser of 5% or \$100,000 in any single entity, excluding U.S., state, or local government debt obligations, certificates of deposit, blind trusts, and broadly diversified mutual funds and brokerage accounts managed by third parties.

Individual departments, schools, or operating units may set lower limits, and in those cases, the more stringent limits apply.

Senior Officer: President, those officers reporting to the President, and the deans and vice presidents who report to the Provost and the Executive Vice President for Finance and Administration.

Staff: Non Academic Appointee employees

University Responsibility: A responsibility owed to the University for employment, trusteeship or, for hospital-based faculty members, one defined by an agreement between the University and an affiliated hospital and/or one of its affiliated practice plans or foundations. University responsibility means a Member of the Brown Community's professional responsibilities on behalf of the University, including research, education, clinical care, administrative, and other University activities and services.

University Representative:

- Deans or designee(s) for Academic Appointees
- Vice President for Research or designee(s) for conflicts of interest in research involving Investigators
- Vice President for Human Resources or designee(s) for Staff
- Office of the Vice President and General Counsel or designee(s) for Members of the Corporation

University Resources: Includes all assets of the University including, but not limited to: intellectual property, physical equipment, computing resources, staff, office and classroom space, supplies and equipment, tools, vehicles, and postage.