

I. INTRODUCTION

The mission of Memorial Sloan-Kettering Cancer Center (hereafter MSKCC or the Center) is the progressive control and cure of cancer through programs of patient care, clinical and laboratory research, education, and training. The Center encourages its staff to participate in outside activities that further its mission and promote the practical application of scientific discoveries. While this collaboration provides individual, institutional and societal benefits, it can give rise to competing and possibly conflicting interests that may compromise—or appear to compromise—the integrity and objectivity of research, education, clinical judgment and business decision-making. Because even the appearance of a conflict of interest can undermine public trust in our work, the Center has adopted this Policy on Conflict of Interest and Conflict of Commitment in order to identify and manage situations that can give rise to conflicts.

This policy does not seek to prohibit or prevent conflicts. Its goals are to support intellectual honesty and objectivity in scientific research; promote transparency in dealings with outside organizations and business partners; and promote accountability to all stakeholders including patients, human research subjects, research sponsors and business partners, your fellow MSKCC staff members, the federal government and the public.

This policy also addresses Conflict of Commitment. As employees of the Center, each staff member's primary professional responsibility is to the Center. To fulfill that responsibility, employees are expected to conduct outside activities in a way that allows them to devote their energies to activities that further the academic and patient-care objectives of the Center.

II. DEFINITION OF KEY TERMS AND ROLES

- A. Covered Person.** This policy applies to employees of the Center in the following job categories: any physician or scientist with an academic appointment at any level, including clinical and research Fellows; management positions ranked M10 and above and all wage scales that are equivalent to M10 and above. This policy also applies to employees whose jobs do not fall into any of these classifications but whose Department Head (i.e., the appropriate department or program chair, vice president, director or administrator) has determined that the employees' job duties:
- Meet the definition of a Staff Participant in Research (defined in Paragraph F below);
 - Include authority to make or influence business decisions, including vendor or product selection; contract negotiation; or decisions to continue or expand business with a given company. This includes those who have the authority to make or influence business decisions as part of their routine job duties, as well as those who are assigned this authority as members of committees. (See Paragraph H in this Section and Section IV. B.)
 - Include mentoring or supervision of trainees;
 - Include the authority to refer or ability to influence the referral of patients for patient care services outside of MSKCC.
- B. Family Member.** For purposes of this policy, Family Member means the Covered Person's spouse or domestic partner and his or her dependent children.
- C. Extended Family Member.** For purposes of this policy, Extended Family Member means the Covered Persons' parents and parents-in-law, siblings and siblings-in-law, independent children and children-in-law.
- D. Outside Activity.** For purposes of this policy, an Outside Activity is a financial and fiduciary interest—including owning stock in a company, serving on the board of directors, consulting or receiving compensation for services—in an organization other than MSKCC. Licensed intellectual property is also considered an Outside Activity. Section IV A. describes the kinds of Outside Activities that require disclosure and those that also require prior approval.
- E. Interested Organization.** This term refers to an outside organization in which a Covered Person's job duties involve or could involve the Organization. Government entities are specifically excluded from this definition. For-profit companies and not-for-profit organizations are included. The definition of an Interested Organization also includes an organization that provide goods or services in direct competition with the goods of services of an organization with which the Center has direct business dealings. Examples of Interested Organizations include: an organization which owns a technology that is the subject of research at MSKCC; an organization from which MSKCC buys goods or services; an organization that sells goods or services

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that MSKCC purchases, even if MSKCC does not currently purchase from that organization; a not-for-profit health care entity that competes with MSKCC; a health care entity that competes with MSKCC.

- F. Staff Participant in Research.** A staff member is considered to be a Staff Participant in Research if that individual: is named on a protocol or research plan as an investigator, consultant or consenting professional; is involved in the interpretation of outcomes tests or data analysis; or will be named as an author on publications of the study results. Research support staff (such as research study assistants and technologists) are excluded from this definition, even though these individuals may be named as authors on publications.
- G. Intellectual Property.** Any results having potential commercial value produced by MSKCC employees or using MSKCC employees, facilities or equipment, whether funded by MSKCC or an outside entity. This definition includes, but is not limited to any inventions, computer programs or other software, databases, any information or material subject to copyright, trade secrets, and know-how related to inventions.
- H. Authority to Influence Business Decisions.** For purposes of this policy, a Covered Person is considered to have authority to make or influence business decisions if they have this authority as part of their routine job responsibilities or through membership on Purchasing Committees. See Section IV B.
- I. Purchasing Committees.** Ad hoc and standing work groups charged with advising on product or vendor selection, or with making or influencing business decisions are considered Purchasing Committees. For example, the Pharmaceuticals and Therapeutics Committee, the Purchasing Council and the Clinical Device and Product Committee are all considered to be Purchasing Committees. There are also ad hoc committees formed to provide advice on purchasing of items or services that are particularly complex or high in cost; members of these committees are also considered to influence business decisions.
- J. Conflict of Interest.** A Conflict of Interest may exist when a Covered Person or his or her Family Member or Close Family Member has a financial or fiduciary interest where that interest could influence—or appear to influence—the Covered Person’s judgment in carrying out his or her job duties. Covered Persons are required to disclose all Outside Activities that may create a conflict of interest, as defined by this policy, and to obtain prior approval for certain of these activities. These situations are subject to careful review to determine whether a conflict exists and, if so, to develop an appropriate plan to manage or eliminate the conflict.
- L. Conflict of Commitment.** A Conflict of Commitment arises when Covered Person agrees to devote time to outside activities or organizations that may prevent him or her from fulfilling his or her responsibilities to the Center. In some cases, the conflict arises because the outside activity requires a significant amount of the Covered Person’s time. In other cases, the conflict arises out of the nature of the outside activity—i.e., fiduciary roles such as board membership or executive roles create legal obligations on the part of the Covered Person that may be in conflict with the Covered Person’s duties at the Center

Primary responsibility to oversee Conflicts of Commitment resides with each Department Head (i.e., the appropriate department or program chair, vice president, director or administrator), who is responsible to review and approve time away and to monitor time away to ensure that employees do not exceed specified limits without approval. Conflicts of Commitment are also evaluated on an ad hoc basis by the Corporate Compliance Department and the Conflict of Interest Advisory Committee as part of the review and approval process for Outside Activities.

III. Conflict of Interest Program Management

- A. The Conflict of Interest Advisory Committee (COIAC).** A standing body appointed by the President of the Center, the COIAC is responsible to review and adjudicate situations in which a Covered Person is engaged in an Outside Activity that may be in conflict with any of his or her job duties, as set forth in this policy. The Committee is responsible to review all relevant facts and make recommendations to the President regarding management or elimination of the conflict. The COIAC is also responsible to review situations in which the Center has an interest in a technology under study at the Center. The COIAC is charged to review the Center’s Policies on Conflict of Interest periodically and make recommendations for revisions to the President. The COIAC includes at least one member who is also a member of the Center’s Institutional Review Board (IRB) or

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has served on the Center's IRB. In addition, the Conflict of Interest Committee includes at least one member from outside the Center.

- B. Role of the Corporate Compliance Department.** The Compliance Officer and staff are responsible to administer the conflict of interest program—including the implementation of this policy—by maintaining processes for disclosure of Outside Activities and for the timely review of reported interests, including:
1. Review and adjudication of Outside Activities that require pre-approval or disclosure as defined in Section IV. A; facilitation of a review by the Office of Industrial Affairs of any Outside Activities that involve intellectual property or otherwise involve an activity in which the Center's rights may require protection.
 2. Management of the annual disclosure certification process and the process by which Covered Persons disclose at time of hire.
 3. Administration of COIAC meetings, including development and distribution of agendas and supporting documents, drafting and distribution of minutes, and maintenance of Committee records.
 4. Documentation of the outcome of all reviews of reported outside activities, including those reviewed by the COIAC. Communication to the Covered Person of the outcome of all reviews, including documentation of management plans.
- C. Appeals Process.** A Covered Person may appeal the COIAC's decision. The Covered Person should submit a memo to make the argument for a change of decision. The COIAC will review the memo and reconsider their decision. The President will review COIAC's judgment and make the final decision. The Covered Person will be notified of that decision in a timely fashion.
- D. Outside Activities Reporting System (OARS).** Covered Persons are required to use this web-based application to submit requests for pre-approval of an activity or to disclose an activity for which disclosure is required. Annually, Covered Persons must use OARS to file a certification that all disclosable outside activities have been reported.
- E. Confidentiality.** All information disclosed by Covered Persons and facts developed to adjudicate Outside Activities are considered confidential. Persons outside of the COIAC and the Corporate Compliance Department will be provided with this information only on a need to know basis. Minutes of the COIAC are also considered confidential.
- F. Enforcement.** The existence of a potential or actual conflict of interest is a natural outcome of a Covered Person's engagement of the outside world, and is not necessarily itself a violation of this policy. Violations of this policy include: failure to disclose Outside Activities in Interested Organizations, failure to respond to a conflict of interest management plan in a timely way, and failure to comply with a signed conflict of interest management plan. These violations are subject to disciplinary action, up to and including termination of employment.

IV. DISCLOSURE AND PRIOR APPROVAL OF OUTSIDE ACTIVITIES. This section defines which Outside Activities require disclosure (Section A) and when disclosure is required (Section B). A summary of these requirements is provided in Appendix 1.

A. Outside Activities that Require Disclosure or Prior Approval.

1. **Equity, Stock, Stock Options or Other Ownership Interests in an Interested Organization Held by a Covered Person or Family Member.** Any investment or a financial interest in an Interested Organization must be disclosed, regardless of its value. This includes the ownership or promise of stock or stock options. These kinds of Interests must be disclosed, as set forth in Section IV. B., but do not require prior approval. Stock held through a mutual fund is excluded from the requirement to disclose.
2. **Official Positions in an Interested Organization Held by a Covered Person, Family Member or Extended Family Member.** Official positions include executive positions (e.g., Chief Scientific Officer, Chief Executive Officer) and membership on an organization's board of directors. A Covered Person who wishes to assume an official position in an Interested Organization must obtain prior approval and, if approved, disclose the activity as set forth in Section IV. B. Covered Persons must disclose but not seek pre-approval when a Family Member holds an Official Position in an Interested Organization. A Covered Person must also disclose—but not seek pre-approval—for situations in which an Extended Family Member holds an official position with an Interested Organization. Covered Persons are expected to

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disclose this information only if it is known to them; they are not required to query Extended Family Members about their outside activities.

- 3. Consulting.** All consulting services provided by a Covered Person to an Interested Organization require prior approval, regardless of the level of compensation. The Covered Person must utilize the Outside Activities Reporting System (OARS) to request approval, attaching a copy of any agreements the Covered Person is asked to sign, and providing a description of the work to be performed, the amount of time the work is expected to require, and information on the amount and type of compensation that will be paid to the Covered Person. The Corporate Compliance Department reviews these requests and facilitates a review of agreements by the Office of Industrial Affairs. This includes consulting with not-for-profits that are 'interested' for that Covered Person and providing advisory services to another health care provider or research facility. This does not include work that is an extension of the Covered Person's academic work when it is with a not-for-profit (e.g., work with a professional organization) or a government agency (e.g., NIH study sections, State DOH Committees).
- 4. Compensation Paid by an Interested Organization to a Covered Person.** This includes compensation of any amount and of any type paid to a Covered Person by an Interested Organization. Covered Persons must obtain prior approval before earning compensation from an Interested Organization, and must also disclose the activity as set forth in Section IV B.
- 5. Compensation Paid by an Interested Organization to a Covered Person's Family Member.** Disclosure--but not pre-approval-- is required in situations where a Covered Person's Family Member earns compensation in excess of \$10,000 per year from an Interested Organization. The requirement for disclosure applies only if the Family Member earns personal income *directly* from an Interested Organization (e.g., consulting fees paid directly to the Family Member by an Interested Organization are disclosable; payment made by an Interested Organization to an organization that employs the Family Member is not disclosable. A Covered Person must also disclose—but not seek pre-approval—for situations in which an Extended Family Member earns compensation or holds an official position with an Interested Organization. Covered Persons are expected to disclose this information only if it is known to them; they are not required to query Extended Family Members about their outside activities.
- 6. Licensed Intellectual Property.** A Covered Person who is an inventor of licensed intellectual property—whether it is owned by MSKCC or by another entity--must identify situations in which the intellectual property is involved in research conducted at MSKCC or in business or purchasing decisions at MSKCC. In these situations, the licensed intellectual property must be disclosed as set forth in Section IVB. Conducting research or making business decisions that involve licensed intellectual property is not prohibited, but these situations require review in order to assess potential conflicts of interest and evaluate whether a management plan is required.
- 7. Legal Actions.** Participating in outside legal actions requires prior approval from the Legal Department. This includes malpractice cases or other law suits to which MSKCC is not a party where a Covered Person is asked to provide expert testimony. (See also: Rules and Regulations of the Medical Staff #528, "Participation in Medical Malpractice Actions.") If an Interested Organization is party to the action, the activity is viewed as consulting for that company and requires review by both the Corporate Compliance Department and the Legal Department.
- 8. Other.** Any Covered Person who is uncertain as to whether a given activity requires prior approval or disclosure should err on the side of caution and disclose the activity or seek clarification from the Corporate Compliance Department.
- 9. Time Away.** All employees (including all Covered Persons) must obtain prior approval from their supervisor for any time away from the Center. Covered Persons who have an academic appointment (excluding trainees) are allowed 25 paid days away per year (excluding vacation and holidays) for professional activities, including, for example, attending conferences, participating in NIH study sections, and consulting. If a Covered Person with a professional appointment wishes to engage in activities that will exceed 25 days in total per year, he or she must obtain prior approval in writing from his or her Department Chair. Covered Persons who do not have a professional staff appointment must obtain prior approval for time away for professional meetings. If a Covered Person who does not have an academic appointment engages in consulting, these activities must be performed on the employee's personal time.

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10. Other Activities that Require Prior Approval. Any activity that does not otherwise require prior approval, as set forth above, must be submitted for approval as described below:

- a. Activities that involve use of the Center's name by another party must have prior approval from the Vice President for Public Affairs.
- b. Activities that involve use of the Center's resources by another party must have prior approval from the appropriate Vice President. Contact the Corporate Compliance Department for guidance.
- c. Confidentiality Agreements that involve the Center (i.e. discussions with a pharmaceutical company regarding a possible clinical trial) require prior approval from the Office of Industrial Affairs.
- d. Agreements or commitments that provide for Intellectual or Tangible Property Rights belonging to third parties require prior approval from the Office of Industrial Affairs.

B. When Disclosure Is Required. A Covered Person who engages in any of the Outside Activities defined in Section A above is required to disclose these interests as follows:

1. **At Time of Hire:** All Covered Persons must use the Outside Activities Reporting System (OARS) to disclose reportable Outside Activities at the time of hire. Information on the disclosure process can be found on the Corporate Compliance Department intranet website. At time of hire, a Covered Person must report Outside Activities with an Interested Organization that occurred or were held by the Covered Person or a Family Member within the prior 12 months.
2. **At the Time the Outside Activity Is Acquired.** For activities that require prior approval, Covered Persons must use the Outside Activities Reporting System (OARS) to request prior approval; this also serves as disclosure of that activity. For activities that do not require prior approval, Covered Persons should enter them into the Outside Activities Reporting System at the time they are acquired.
3. **Annual Certification.** Covered Persons are required to complete an Annual Certification of Outside Activities using the Outside Activities Reporting System (OARS). This includes reviewing activities that have been reported, making any required updates, and certifying that all reportable activities have been disclosed. Covered Persons who have no outside activities to report must still access OARS and electronically sign to certify that the disclosure is complete. Covered Persons must report Outside Activities with Interested Organizations that were conducted or held by the Covered Person or a Family Member in the period specified for the Certification; typically, Certifications will be done in January for the prior calendar year.
4. **At the Time Business Decisions Are Made.** When a Covered Person or his or her Family Member has an Outside Activity in an Organization that offers goods or services that MSKCC purchases AND the Covered Person has the authority to make or influence business decisions involving that Interested Organization, the Covered Person must disclose the Outside Activity at the time business decisions regarding that Organization are being made. Disclosure is made either to the Covered Person's supervisor or, if the Covered Person is a member of a Purchasing Committee, to the Committee chair. At the time business decisions are made, a Covered Person must report Outside Activities with Organizations that are "Interested" in the business decision when the Activity was conducted or held by the Covered Person or a Family Member within the prior 12 months, and when Activities are anticipated to occur or be held in the next 12 months.
5. **At the Time Non-Human Subjects Research Is Initiated.** If a Covered Person is involved in research and has an Outside Activity that poses a potential conflict of Interest, he or she must file a new disclosure via the Outside Activities Reporting System (OARS). At the time research is initiated, the Covered Person must disclose Outside Activities with Organizations that are "Interested" in the research when the Activity was conducted or held by the Covered Person or a Family Member within the prior 12 months, and when Activities are anticipated to occur or be held during the time the research will be carried out, through publication of results or completion of the work if results are not published.
6. **As Part of the Clinical Research Review Process.** Research Council is responsible to identify situations in which a Staff Participant in Research has an Outside Activity that could influence or appear to influence the objective conduct of the study. Questions on the Protocol Submission Form are designed to elicit information about potential conflicts. Situations in which a Staff Participant in Research reports a potential conflict are referred to the Chair of the COIAC and to the Compliance Officer for review. (See Section III. A.) Staff Participants in Research also have an ongoing obligation to report Outside Activities that are acquired after the initiation of a study if the Outside Activity involves an

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Organization that has an interest—or could appear to have an interest—in the research. At the time research is initiated, the Covered Person must disclose Outside Activities with Organizations that are “Interested” in the research when the Activity was conducted or held by the Covered Person or a Family member within the prior 12 months, and when Activities are anticipated to be conducted or held during the time the research is carried out, through publication of results or completion of the work if results are not published.

7. **At the IRB or Research Council.** Members of the IRB and Research Council must recuse themselves from review or voting on protocols in which they have any interest. At the time a particular matter is considered by the IRB or Research Council, members of these committees should recuse if they had an Outside Interest with Organization that is “Interested” in the research under review during the prior 12 months or if they anticipate an Activity in the next 12 months.
 8. **As Part of FDA Marketing Applications.** Each Covered Person who is an investigator or sub-investigator in a study that will be used to support a drug, biological product, or device marketing application submitted to the FDA is responsible to provide to the entity filing the application information about his or her interests, as defined by the FDA. (More information can be found on the FDA’s website. Search for 21 CFR PART 54—Financial Disclosure by Clinical Investigators.)
 9. **As Part of Public Health Service and National Science Foundation Grants.** Federal regulations require the Center to certify, prior to expending any funds under a PHS or NSF award, that no person responsible for the design, conduct or reporting of research has any conflict of interest, or if any conflict existed, that the conflict has been managed, reduced or eliminated as required under the regulations. This policy is adopted, in part, to allow MSKCC to make an accurate certification regarding conflicts of interest on Federal grant applications.
 10. **In Public Forums.** Covered Persons who submit works for publication, formally present research results or provide expert commentary on a subject must disclose any interest they hold in a business that owns or has a contractual relationship to the technology being reported or discussed or which sponsored the research being reported. Note that journals, professional associations and other academic forums have their own rules for disclosure of financial interests. Outside Activities that are allowed by this policy may nevertheless be disclosable or prohibited by an outside forum.
- C. **Guidelines for Outside Activities.** When considering whether to devote time to outside activities, including, for example, consulting or serving on advisory boards, Covered Persons should think about the following:
1. **Individual staff members may not enter into research contracts.** Research contracts are negotiated between the research sponsor and the Center. The development of grants and contracts is handled by Research Resource Management.
 2. **Talks or Papers Controlled by Industry are Prohibited.** Staff members may not make educational presentations or participate in scientific publications that are controlled by industry or that contain substantial portions written by someone who is not identified as an author or who is not properly acknowledged (i.e., that are ghost written.). These activities are prohibited even if the staff member is not paid for the work.
 3. **Obtain Personal Legal Advice.** Agreements for consulting or advisory board membership are reviewed by the Center to ensure compliance with Center policies, but the Center is not party to the agreement. Staff members who engage in work with outside organizations should consider retaining private legal counsel to ensure that their personal interests are protected.
 4. **Keep Consulting Activities Separate from Sponsored Research.** Covered Persons should not receive compensation for work related to sponsored research outside of a research contract or grant between the Center and the research sponsor.
 5. **Avoid Consulting with Investment Companies.** The Center and its employees are obliged to keep information about ongoing clinical trials strictly confidential. When consulting, it can be difficult to avoid inadvertently sharing information that is confidential or not in the public domain. Sharing such information may breach confidentiality agreements with

research sponsors or violate laws prohibiting insider trading. Such breaches may make the individual and the institution liable to civil or criminal litigation.

V. Conflicts of Interest

A. Research Conflict of Interest

A Research Conflict of Interest exists when a Covered Person is a Staff Participant in Research AND the Organization with which the Covered Person has a relationship can reasonably be seen as having an interest in the conduct or outcome of the research (i.e., is an Interested Organization). This includes, for example, a company that sponsors research, a company that owns or has right to the technology under study, or a company that has a technology that directly competes with a technology under study.

1. The following situations involving Research Conflicts of Interest are **generally allowable** without review by the COIAC:
 - a. When compensation paid to the Covered Person or to his or her Family Member is less than \$10,000; or
 - b. When the Interested Organization is a publicly traded company and the Covered Person or Covered Person's Family Member holds an equity interest valued at \$10,000 or less and less than 5% of the company's total value.

In these situations, the Covered Person may participate in research involving the company so long as the following standards are met:

- a. The Covered Person must report these outside activities to the Corporate Compliance Department as part of his/her conflict of interest disclosure; there is no de minimis amount in reporting.
 - b. The acquisition of the interest must be completely unrelated to the staff member's research.
 - c. The Covered Person must disclose these outside activities, as applicable, to other staff members, to patients and to the public. The Corporate Compliance Department will provide written instructions about these disclosures to the staff person at the time the interest is reported and evaluated.
 - d. The Covered Person must agree to not allow compensation to exceed \$10,000 without pre-approval and to make a good faith effort to monitor the value of the equity and to notify the Corporate Compliance Department if it exceeds \$10,000.
2. The following situations are **generally not permitted** without review and approval of the COIAC:
 - a. When compensation paid to the Covered Person or his/her Family Member is greater than \$10,000 per year.
 - b. When the Interested Organization is a publicly traded company and the Covered Person or Family Member holds an equity interest where the interest is valued at more than \$10,000 or more than 5% of the company's total value.
 - c. When the Interested Organization is a non-publicly traded company and the Covered Person or Family Member holds an equity interest of any amount.
 - d. When the Covered Person holds an Official Position with the Interested Organization, regardless of the level of compensation.
 - e. When the **Covered** Person is the creator of licensed intellectual property—whether it is owned by MSKCC or by another entity—and the research involves the licensed intellectual property.

- B. Business Conflict of Interest** exists when the Covered Person or his or her Family Member has an Outside Activity in an Organization that offers goods or services that MSKCC purchases AND the Covered Person has the authority to influence business decisions involving that Interested Organization. (See definition of Authority to Influence Business Decisions in Section II.) An Interested Organization also includes an organization that provides products or services that are in direct competition with those under consideration. Relevant business decisions include, for example, recommendations or decisions to purchase goods or services, negotiating price or contract terms, vendor or product selection, decisions to continue or expand business with an organization, etc.

A member of a purchasing committee who has an interest in an organization whose products or services are under consideration, or in a different organization whose products or services are very similar to those under consideration, must disclose his or her

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interest to the chair of that committee before the decision is made. A Covered Person who is involved in a business decision outside of a committee structure must disclose his or her interest to his or her supervisor before the decision is made.

1. The following situations involving Business Conflict of Interest are **generally allowable** without review by the COIAC:
 - a. When compensation paid to the Covered Person or his or her Family Member is less than \$10,000; or
 - b. When the Interested Organization is a publicly traded company and the Covered Person or the Covered Person's Family Member holds an equity interest valued at \$10,000 or less and less than 5% of the company's total value; then

In these situations, the Covered Person may participate in business decisions involving the company so long as the following standards are met:

- a. The Covered Person must report his or her holdings to the Corporate Compliance Department as part of his/her conflict of interest disclosure; there is no de minimis amount in reporting.
 - b. The acquisition of the interest must be completely unrelated to the staff member's research.
 - c. The Covered Person must disclose his or her holdings, as applicable, to other staff members, to patients and to the public. The Corporate Compliance Department will provide written instructions about these disclosures to the staff person at the time the interest is reported and evaluated.
 - d. The Covered Person must agree to make a good faith effort to ensure his or her compensation or holdings do not increase to a value of greater than \$10,000 and to notify the Corporate Compliance Department if the holdings exceed \$10,000.
2. The following situations are **generally not permitted** without review and approval of the COIAC:
 - a. When compensation paid to the Covered Person or his/her Family Member is greater than \$10,000 per year.
 - b. When the Interested Organization is a publicly traded company and the Covered Person or Family Member holds an equity interest where the interest is valued at more than \$10,000 or more than 5% of the company's total value.
 - c. When the Interested Organization is a non-publicly traded company and the Covered Person or Family Member holds an equity interest of any amount.
 - d. When the Covered Person holds an Official Position with the Interested Organization, regardless of the level of compensation.
 - e. When the Covered Person is the creator of licensed intellectual property—whether it is owned by MSKCC or by another entity—and the business decisions made by the Covered Person involve or could involve the licensed intellectual property.
- C. Conflict Created by the Obligations of an Official Position.** Serving an official role within an outside organization creates for the Covered Person a fiduciary obligation to act in a way that promotes the best interests of that organization. Situations in which the interests of the outside organization could be in conflict with the interests of the Center are possible conflicts of commitment and require prior approval by the Center. These cases will be reviewed by the appropriate members of senior management and the Conflict of Interest Advisory Committee.
- D. Supervisory Conflict of Interest exists** when a Covered Person or his or her Family Member has an Outside Activity in an Organization that can reasonably be seen as having an interest in the work performed by post-docs, fellows or other trainees *AND* the Covered Person is a mentor or supervisor to the trainee. These situations are reviewed on a case-by-case basis. In many cases, disclosure to the trainee conveying that the Covered Person has a financial or fiduciary interest in the trainee's work will be sufficient to manage the conflict.
- E. Patient Referral Conflict of Interest** occurs when a Covered Person refers, could refer, or influence the referral of, patients to a Company or organization in which the Covered Person or his or her Family Member has an Outside Interest. These situations are reviewed on a case-by-case basis and referred to the COIAC as needed. This does not include prescribing drugs or medical devices for individual patients.
- F. Other.** Any other situation in which a Covered Person or his or her Family Member has an Outside Activity that has the potential to affect work the Covered Person performs for the Center. Covered Persons should disclose Outside Activities that may not

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meet scenarios described above, but where the Covered Person perceives that the interest could be in conflict, or appear to be in conflict, with his or her job duties.

G. Institutional Research Conflicts of Interest. Situations in which the Center has a financial interest in a technology that is the subject of research at the Center are of special concern and are subject to careful case-by-case review by the COIAC.

H. Review of Situations that Are Generally Not Permitted

1. A Covered Person may request permission to participate in research by presenting an argument, including recommendations for managing the conflict and an analysis of the potential risks and benefits of his or her participation. The Corporate Compliance Department will assist the Covered Person in developing this recommended plan. At a minimum, this management plan must include disclosure of the holdings to patients, other staff members and to the public, if applicable.
2. The COIAC is responsible to review these requests and determine whether or not the Covered Person may participate. The COIAC considers the proposed management plan and makes a determination as to whether the plan adequately addresses the conflict
3. The COIAC may decline approval, may approve the plan as submitted or may recommend modifications to the plan.

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Summary of Conflict of Interest Disclosure and Prior Approval Requirements

| OUTSIDE ACTIVITY | WHO? | You | | | | Your Family Members ^a |
|---|----------|---------------------|---------------------|-----------------------------------|----------------------|----------------------------------|
| | DO WHAT? | Seek Prior Approval | Disclose | | | Disclose |
| | FROM? | Compliance via OARS | Compliance via OARS | Research Council/IRB ^c | Purchasing Committee | Compliance via OARS |
| Consulting with a For-Profit Interested Organization^b (includes one-time ad-hoc consulting, advisory consulting, scientific advisory boards, giving a talk, consulting with investment firms, serving as expert or fact witness, reading slides or films for a law suit; serving on an external peer review panel) | YES | N/A | YES | YES | YES | |
| Official Position at a For-Profit Interested Organization^b (includes an executive position or board membership) | YES | N/A | YES | YES | YES | |
| Consulting or an Official Position at a Not-for-Profit Interested Organization^b (excluding certain academic activities – see below) | YES | N/A | YES | N/A | NO | |
| Ownership Interest in an Interested Organization^b (includes stocks, equity, stock options; excludes stock held through a mutual fund) | NO | YES | YES | YES | YES | |
| Licensed Inventions (whether owned by MSKCC or another entity) ^d | NO | YES | YES | YES | NO | |
| In addition ... <ol style="list-style-type: none"> 1. a significant time commitment on your part require approval from your Department Head. 2. use of the Center's name or resources by another party require prior approval from Public Affairs. 3. intellectual or tangible property rights belonging to third parties require prior approval from the Office of Industrial Affairs. 4. providing legal testimony on behalf of another party require Legal Department review. | | | | | | |
| Activities Excluded from Reporting <ul style="list-style-type: none"> ▪ Consulting with a government agency ▪ Grant review functions (NIH study sections, data safety monitoring boards) ▪ Activity within a professional organization (e.g., ASCO, ASH) ▪ Writing/editing a book or article or serving on an editorial board | | | | | | |

^a A **Family Member** is your spouse or dependent child. ^b An **Interested Organization** is an organization that your job duties or research involve – or could involve. ^c If the organization has an interest in the outcome of the study under review. ^d If you are a Staff Participant in Research involving the invention or your job duties include the authority to influence business decisions about the invention.