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CONFLICT OF INTEREST POLICY

1. General Statement of Policy.

It is the policy of the University that all of its activities shall be conducted in accordance with the highest standards of integrity and ethics and in a manner that will not reflect or appear to reflect adversely on the University's credibility, objectivity, or fairness. Every individual to whom this Policy is applicable (each, a "Covered Individual") must maintain the highest standards of honesty and integrity and must refrain from any use whatsoever of his or her position at the University, or the information, privileges, or influence such position may provide, when such use is motivated by, or gives the appearance that it is motivated by, the desire for private gain or advantage for the Covered Individual, or for other persons, institutions, or corporations with which he or she has family, professional, business, or financial connections. Accordingly, no Covered Individual shall have any interest, financial or otherwise, direct or indirect, or engage in any business or transaction or professional activity, or incur any obligation of any nature, which is in substantial conflict with the proper discharge of his or her duties and responsibilities at the University.

Sections 2 and 3 of this Policy, which set forth the general standards of conduct and the rules regarding hiring, employment, and contracting decisions and supervisory responsibility involving Family Members, apply to all Covered Individuals. Section 4 sets forth specific obligations of Covered Individuals who are involved in research or similar educational activities at the University (collectively, "research") and the University's procedures for managing Conflicts of Interest that may arise in connection with such activities. Section 5 sets forth the definitions of "Covered Individual", "Family Members", "Conflict of Interest", and other terms used in this Policy. The provisions of this Policy are to be interpreted in light of the paramount importance of academic freedom in the activities of the University.

College and University officials with responsibilities under this Policy are identified by titles that are current as of this Policy's effective date. If the title for a particular position changes at any time, the responsibilities under this Policy shall be performed by the individual having responsibilities within the College or the University similar to the individual who held the former title. If there is a vacancy at any time in the position, the responsibilities under this Policy shall be assumed by the individual to whom such position reports or to his or her designee.

2. General Standards of Conduct.

Although not all possible situations within the scope of this Policy are included in this Section 2, the following standards, which are based on provisions in New York State Public Officers Law §§ 73 and 74 and Executive Order No.1 issued on January 1, 2007, shall serve as general guidance for Covered Individuals. All Covered Individuals are encouraged to consult the advisory opinions of the New York State Commission on Public Integrity interpreting these provisions at http://www.nyintegrity.org/advisory, and to bring questions about the applicability or interpretation of any of these standards to the University's Office of the General Counsel.

2.1. No Covered Individual shall accept other employment that will impair his or her independence of judgment in the exercise of his or her duties or responsibilities at the University.

2.2. No Covered Individual shall accept other employment or engage in any business or professional activity that will require him or her to disclose confidential information gained by reason of his or her position or authority at the University.

2.3. No Covered Individual shall disclose confidential information acquired in the course of his or her duties or responsibilities at the University, except as required by such duties or responsibilities or by law, nor use such information to further his or her personal interests.

2.4. No Covered Individual shall use or attempt to use his or her position at the University to secure unwarranted privileges or exemptions for himself or herself or others.

2.5. No Covered Individual shall engage in any transaction as a representative or agent of the University with any business entity in which he or she has a direct or indirect financial interest that might reasonably tend to conflict with the proper discharge of his or her duties or responsibilities at the University.

2.6. A Covered Individual shall not by his or her conduct give reasonable basis for the impression that any person can improperly influence him or her or unduly enjoy his or her favor in the performance of his or her duties or responsibilities at the University, or that he or she is affected by the kinship, rank, position, or influence of any party or person in the performance of those duties or responsibilities.

2.7. A Covered Individual shall abstain from making personal investments in enterprises that he or she has reason to believe may be directly involved in decisions to be made by him or her at the University or that will otherwise create substantial conflict between his or her duty or responsibility at the University and his or her private interest.

2.8. No Covered Individual, nor any firm or association of which he or she is a member, nor any corporation ten percent (10%) or more of the stock of which is owned or controlled directly or indirectly by such Covered Individual, shall sell any goods or services having a value in excess of $25 to the University, or contract for or provide such goods or services with or to any private entity where the power to contract, appoint, or retain on behalf of the private entity is exercised, directly or indirectly, by the University, unless such goods or services are provided pursuant to an award or contract let after public notice and competitive bidding.

2.9. No Covered Individual shall accept gifts of more than nominal value where the circumstances would permit the inference that (a) the gift was intended to influence the Covered Individual in the performance of his or her duties or responsibilities at the University, or (b) the gift constituted a tip, reward, or sign of appreciation for any act by the Covered Individual in connection with those duties or responsibilities. This prohibition applies notwithstanding New York State Public Officers Law § 73(5), which provides that gifts up to $75 may be allowed in certain circumstances.

3. Policy regarding Nepotism in Hiring, Employment, Supervisory Responsibility, and Contracting.

3.1. General. The University seeks to foster a work environment conducive to a satisfying family life for all members of the University community and to accommodate, wherever appropriate, individual needs relating to family life. At the same time, there are a number of situations where the personal interests of a member of the University community may conflict with the proper discharge of his or her duties and responsibilities at the University. In keeping with New York State Public Officers Law §§ 73(14) and (15) and Executive Order No. 1 issued on January 1, 2007, this Policy recognizes that conflicts may be inherent in the hiring, employment, and supervision of a Covered Individual's Family Members as well as in entering into contracts that relate to Family Members or with entities in which Family Members have a personal or financial interest. Accordingly, this Section 3 sets forth certain specific prohibitions against a Covered Individual's participation in the conduct of University business involving his or her Family Members.

3.2. Hiring and Employment Decisions. No Covered Individual shall take part in any decision to hire, promote, discipline, or discharge any of his or her Family Members with respect to any position at the University. If such a hiring or employment matter arises relating to a Family Member, then the Covered Individual must advise his or her supervisor of the relationship and must be recused from any and all discussions or decisions relating to the matter.

3.3. Supervisory Responsibility. No Covered Individual shall have Supervisory Responsibility for any of his or her Family Members at the University, except as provided by waiver as set forth below. (For the purpose of this Section 3.3, a Covered Individual shall be deemed to have "Supervisory Responsibility" for a Family Member if the Family Member (a) directly reports to the Covered Individual, or (b) directly reports to a supervisor who reports ultimately to the Covered Individual, regardless of the number of reporting levels that separate the Family Member from the Covered Individual.) Although Department Chairs are Covered Individuals, for the purpose of this section, they shall not be deemed to have any Supervisory Responsibility for full-time faculty members in their department under this section, but they shall be deemed to have Supervisory Responsibility for their department's adjunct faculty members.

If at the time of the initial implementation of this Section 3.3 following the effective date of this Policy, a Covered Individual has Supervisory Responsibility for a Family Member at the University, or subsequent to the initial implementation of this section a Covered Individual may come to have such Supervisory Responsibility, the Covered Individual shall make reasonable efforts to effect a change in the organization or have the Family Member reassigned in order to avoid a violation of this section. If, however, such a change or reassignment is not feasible (e.g., as a result of civil service rules or provisions of the applicable collective bargaining agreement) or would result in significant harm to the operations or activities of the University, the Covered Individual may request a waiver from the Vice President for Administration of the College where the Covered Individual is employed or such other College official as may be designated by the College President. If, after a review of all the relevant circumstances, the waiver is granted, the Covered Individual may continue or assume, as the case may be, Supervisory Responsibility for his or her Family Member.

Notwithstanding any waiver regarding Supervisory Responsibility for a Family Member pursuant to the preceding paragraph, no Covered Individual shall participate under any circumstances in any action that directly affects his or her Family Member as an employee of the University individually, and not as a member of a group, including, but not limited to, performance evaluations, position reclassifications, and determination of promotional opportunities or eligibility for additional compensation of any kind from the University.

3.4. Contracting Decisions. No Covered Individual shall take part in any contracting decision at the University (a) relating to a Family Member, or (b) relating to any entity in which a Family Member is an officer, director, or partner, or in which a Family Member owns or controls ten percent (10%) or more of the stock of such entity. If a contracting matter arises

involving either clause (a) or (b), then the Covered Individual must advise his or her supervisor of the relationship and must be recused from any and all discussions or decisions relating to the matter.

3.5. Family Members. The definition of Family Member, which appears in Section 5.10 of this Policy, is based on the definition in New York State Executive Order No. 1 issued on January 1, 2007. In order to comply with the Executive Order and to satisfy the needs of the University, the definition under this Policy is very broad. It covers not only spouses and domestic partners, parents, children, and siblings, but it also extends as far as great grandparents and great grandchildren and many other relatives of a Covered Individual and his or her spouse or domestic partner, as well as to other individuals living in the same household as the Covered Individual. If a Covered Individual has any questions about whether the provisions of this Section 3 apply to his or her situation, it is incumbent upon the Covered Individual to consult the University's Office of the General Counsel.

3.6. Sponsored Programs. Sections 3.1 through 3.5 shall not apply to positions funded through the Research Foundation. Hiring, employment, and contracting decisions and supervisory responsibility involving a Covered Individual's Family Members in such positions shall be governed by the Conflict of Interest Policy of the Research Foundation.

4. Policy on Conflicts of Interest in Research.

4.1. General. A particular purpose of this Policy is to promote integrity in research by establishing standards to ensure that there is no reasonable possibility that the design, conduct, reporting, or review of research projects at the University, regardless of the source of funding or the commercial exploitation of the results of such projects, will be biased by any conflicting financial interests of a Covered Individual.

The University recognizes that interactions between University researchers and commercial entities have many beneficial results for the University and its faculty, staff, post-doctoral associates, and students, as well as the commercial entities themselves. For example, such interactions are an especially effective means of facilitating the commercial development of University intellectual property, which benefits the public with new goods and services and stimulates economic development. The University also recognizes that researchers are unlikely to undertake the significant burdens associated with such activities without additional economic incentives. Nevertheless, these economic incentives may raise conflicts between the personal financial interests of the University researcher and the interests of the University. In some cases, such conflicts may reasonably appear to be likely to affect the judgment of a University researcher.

The University has determined that a strict prohibition of Conflicts of Interest (as defined in Section 5.7), with disciplinary sanctions for violation, does not serve the public interest because potentially beneficial interactions with industry would be lost. Moreover, the University recognizes that Conflicts of Interest will inevitably arise in a modern research university and that the mere existence of such Conflicts, in the absence of wrongful behavior, is not improper. As a result, consistent with Federal regulations dealing with objectivity in research and investigatory financial disclosure policy issued by the Department of Health and Human Services in 42 CFR Part 50 and 45 CFR Part 94 on July 11, 1995, this Policy seeks to manage Conflicts of Interest in order to minimize the potential harm that could result either from Conflicts that actually impair the judgment of Covered Individuals or from the appearance that the judgment of Covered Individuals has been or will be impaired. The University reserves the right to prohibit the existence of Conflicts of Interest that present unmanageable risks or that would require excessive resources to manage.

While the University assumes that all Covered Individuals act with the highest level of personal responsibility, integrity, and commitment to the University, the complex situations that may arise involving Conflicts of Interest require management using specialized knowledge and a multi-disciplinary, problem-solving approach. Therefore, this Policy provides for qualified individuals designated at each College, as well as a University-wide Conflicts Committee, to review disclosures by Covered Individuals of Conflicts involving a Significant Financial Interest (as defined in Section 5.14) and to manage those Conflicts in a fair, objective, and confidential manner. Over time, decisions made at the Colleges and by the Conflicts Committee may become precedents that will be used for guidance to assure continued principled decision-making. Some of these decisions may periodically be communicated (in a non-identified fashion) to faculty and staff in the form of advisories or guidelines. It is anticipated that, promptly after its formation, the Conflicts Committee will establish and distribute advisories regarding typical Conflict of Interest situations and their appropriate resolution.

4.2. Disclosure of Significant Financial Interests. In addition to any obligation under the University's Intellectual Property Policy, each Covered Individual must disclose to the College Conflicts Officer at his or her College a Significant Financial Interest in any situation designated in this Section 4.2. The University's Office of the General Counsel will issue appropriate disclosure forms and arrange to make them available to Covered Individuals at each College.

The following situations require disclosure at the time noted in each paragraph:

4.2.1. Proposals and Applications for Research Funding - If (a) a Covered Individual intends to design, conduct, or report research at the University, or participate in the regulatory review of such research, and (b) funding for the research is being sought directly or indirectly from a government agency, non-profit institution, or Company (as defined in Section 5.6), and (c) at the time a proposal or application for such funding is being prepared, the Covered Individual has a Significant Financial Interest that would reasonably appear to be affected by the research, or the Covered Individual intends to acquire such a Significant Financial Interest at any time before two years following the conclusion of the research, then the Covered Individual must disclose the Significant Financial Interest to the College Conflicts Officer before the proposal or application is submitted to the agency, institution, Company, and/or the University. In addition, the Covered Individual must comply with any disclosure and approval procedures required by the agency, institution, or Company in connection with any such proposal or application.

Although a Significant Financial Interest relating to a proposal or application for research funding must be disclosed to the College Conflicts Officer prior to the submission of the proposal or application, the review of any related Conflict under this Policy may take place after such submission. If, however, a proposal or application for research funding is submitted before review of the related Conflict, the Conflict must be approved prior to the expenditure of any awarded funds. Notwithstanding the foregoing, in the case of research at the University involving multi-year funding that requires annual renewal, the Covered Individual must disclose any previously undisclosed Significant Financial Interest to the College Conflicts Officer and also receive approval in accordance with this Policy before a renewal application or progress report is submitted to the agency, institution, Company and/or the University.

4.2.2. Conduct or Review of Funded Research - If (a) a Covered Individual designs, conducts, or reports research at the University, or participates in the regulatory review of such research, and (b) the research is funded directly or indirectly by a government agency, non-profit institution, or Company, and (c) the Covered Individual has acquired or intends to acquire a Significant Financial Interest that would reasonably appear to be affected by the research at any time before two years following the conclusion of the research, then the Covered Individual must disclose the Significant Financial Interest to the College Conflicts Officer and receive approval in accordance with this Policy before the Significant Financial Interest is acquired, or as soon thereafter as possible if prior disclosure is impossible. In addition, the Covered Individual must comply with any disclosure and approval procedures required by the agency, institution, or Company in connection with such research.

4.2.3. Licensing to Certain Companies - If (a) a Covered Individual responsible for developing, discovering, or creating any University-owned intellectual property becomes aware, or should reasonably have become aware, of a Company's acquisition or intention to acquire ownership of or a license to that intellectual property, and (b) at such time, the Covered Individual has a Significant Financial Interest in that Company, or intends to acquire or actually acquires such a Significant Financial Interest at any time in the future, then the Covered Individual must disclose the Significant Financial Interest to the College Conflicts Officer and receive approval in accordance with this Policy before the Significant Financial Interest is acquired, or as soon thereafter as possible if prior disclosure is impossible.

4.2.4. Involvement of Students and Post-Doctoral Associates - If a Covered Individual has a Significant Financial Interest in a Company, or intends to acquire or actually acquires such a Significant Financial Interest at any time in the future, and he or she supervises or otherwise has control over any students or post-doctoral associates at the University who will be involved in related work for the Company, then the Covered Individual must disclose the Significant Financial Interest and the planned student or post-doctoral associate involvement to the College Conflicts Officer and receive approval in accordance with this Policy before the assistance of any students or post-doctoral associates in such work may commence or continue.

4.2.5. Changes in a Significant Financial Interest - All Covered Individuals must promptly disclose to the College Conflicts Officer material changes in previously disclosed Significant Financial Interests.

If a College Conflicts Officer has a Significant Financial Interest in any of the situations described above, he or she must disclose it directly to the College Provost or Provost's Designee (as defined in Section 5.12) at the time noted in each paragraph.

No disclosure is required under this Section 4.2 unless the Significant Financial Interest is within one of the above situations. Subject to approval by the University's Board of Trustees, the Conflicts Committee may add to this list. In such event, the Committee shall issue an official advisory to provide notice of the change and shall update the disclosure forms for Significant Financial Interests to reflect the change.

The University strongly recommends that Covered Individuals begin the Conflict review process at the first stage of any transaction so that the transaction will not be delayed while the Conflict review process takes place.

4.3. Review of Significant Financial Interests and Disposition of Conflicts at the College.

4.3.1. Designation and Duties of College Conflicts Officers - Each College President, after consultation with the appropriate faculty governance body at the College, shall designate an employee of the College as the College Conflicts Officer in accordance with qualifications determined by the Executive Vice Chancellor for Academic Affairs and University Provost (the "EVC for Academic Affairs"). Each College Conflicts Officer shall perform the following functions:

(a) promote awareness at the College of the need to disclose Significant Financial Interests in accordance with this Policy and make disclosure forms available throughout the College;

(b) receive disclosures of Significant Financial Interests of Covered Individuals at the College;

(c) review such disclosures with the College Provost or Provost's Designee in order to determine whether any Conflicts of Interest involving a Significant Financial Interest exist; and

(d) after consultation with the College Provost or Provost's Designee, make a decision with respect to each Conflict involving a Significant Financial Interest for allowing the Conflict, setting conditions for its allowance, or prohibiting the Conflict by requiring steps to remove it, in accordance with Section 4.3.3.

4.3.2. College Review and Decision-Making Process - The College Conflicts Officer and the College Provost or Provost's Designee shall review each disclosure of a Significant Financial Interest within thirty (30) days of receipt of the disclosure, and within thirty (30) days thereafter the College Conflicts Officer shall make a decision and prepare a written report regarding the disposition of each Conflict involving a Significant Financial Interest. The College Conflicts Officer shall promptly give the decision and report to the College President and the College Provost or Provost's Designee, and the decision and report and the complete written record of the review and decision-making of the case at the College to the Covered Individual involved and the University's Institutional Representative (as defined in Section 5.11). If the case involves a sponsored program funded through the Research Foundation, the College Conflicts Officer shall also promptly give the decision and report and the complete written record of the review and decision-making of the case at the College to the Research Foundation's Institutional Representative (as defined in Section 5.11). In any case in which the College Conflicts Officer or the College Provost or Provost's Designee has disclosed his or her own Significant Financial Interest pursuant to Section 4.2 or has a bias or conflicting personal interest (as such terms are defined with respect to members of the Conflicts Committee in Section 4.4.4), such individual shall not participate in any review or decision for the disposition of the Conflict. In such a case, the College President may, at his or her discretion, designate another individual to participate in the review and decision-making process instead.

4.3.3. Disposition of Conflicts - The College Conflicts Officer may make his or her decisions regarding a Conflict of Interest involving a Significant Financial Interest using one or more of the following dispositions of the Conflict:

(a) Allowance of the Conflict because the circumstances require no action;

(b) Allowance of the Conflict with conditions, such as:

(i) public disclosure of the Significant Financial Interest in publications describing the research results;
(ii) independent monitoring of the research;
(iii) modification of the research plan; or
(iv) imposition of a holding period on the stock or other security in the case of a Significant Financial Interest consisting of equity, in order to minimize the appearance of influence on the outcome of the research;

(c) Prohibition of the Conflict with steps to remove it, such as:

(i) divestiture of the Significant Financial Interest;
(ii) disqualification of the Covered Individual from all or a portion of the research; or
(iii) severance of relationships that create actual or potential Conflicts; or

(d) Postponement of consideration of the matter pending further information or investigation.

4.4. Review and Disposition of Conflicts by the Conflicts Committee.

4.4.1. Appeal to the Conflicts Committee - A Covered Individual may appeal a decision at his or her College on the disposition of a Conflict involving himself or herself to the Conflicts Committee. In addition, if the case involves a sponsored program funded through the Research Foundation, either the University's Institutional Representative or the Research

Foundation's Institutional Representative may independently appeal the decision to the Committee. In a case not involving such a sponsored program, the Research Foundation's Institutional Representative may not appeal the decision to the Committee.

In the event a Covered Individual wishes to appeal a decision involving himself or herself to the Conflicts Committee, the Covered Individual shall give notice and a statement of the reasons for the appeal in writing to the College Conflicts Officer within thirty (30) days following the decision at the College. The College Conflicts Officer shall promptly give the Covered Individual's notice and statement to the University's Institutional Representative and (if the case involves a sponsored program funded through the Research Foundation) to the Research Foundation's Institutional Representative. The University's Institutional Representative shall then promptly give the Covered Individual's notice and statement to the Chair of the Conflicts Committee, the College President, and the College Provost or Provost's Designee and, at such time, shall also give the Chair the decision and report and complete written record of the review and decision-making of the case at the College.

In the event of an appeal by an Institutional Representative, the Institutional Representative shall, within thirty (30) days following the decision at the College, give notice and a statement of the reasons for the appeal in writing to the Chair, the appropriate College President, College Conflicts Officer, and College Provost or Provost's Designee, the Covered Individual involved. If the case involves a sponsored program funded through the Research Foundation, the Institutional Representative making the appeal shall also give the notice and statements of the reasons for appeal to the other Institutional Representative. At such time, the Institutional Representative making the appeal shall also give the Chair the decision and report and complete written record of the review and decision-making of the case at the College.

4.4.2. Composition of the Conflicts Committee - The University shall establish a five-member University-wide Conflicts Committee consisting of the Vice Chancellor for Research or his or her designee, the President of the Research Foundation or his or her designee, a College Provost designated by the EVC for Academic Affairs, and two tenured University faculty members. These faculty members shall be actively involved in sponsored programs, with such other qualifications as may be determined by the EVC for Academic Affairs, and shall be nominated by the University Faculty Senate and selected by the EVC for Academic Affairs. The Committee shall include faculty members from two different Colleges. The College Provost and the faculty members on the Committee shall serve a term of three years; provided, however, that one faculty member nominated at the time of the formation of the Committee shall serve a term of only two years so that the terms of the faculty members will be staggered. Faculty members may not serve more than two consecutive terms. The Vice Chancellor for Research or his or her designee shall be the Chair of the Committee. The Chair shall be a voting member of the Committee but shall vote only in the case of a deadlock or to achieve a majority of the voting members of the Committee required for a decision under Section 4.4.5. A member of the University's Office of the General Counsel and/or a legal representative of the Research Foundation shall attend all meetings of the Committee.

4.4.3. Meetings of the Conflicts Committee - The Conflicts Committee shall hold meetings with appropriate notice to all participants on a schedule determined by the Chair based on the number of appeals that need to be reviewed. Committee meetings shall require a quorum of a majority of the voting members of the Committee. Members of the Committee may participate in meetings using voice or video-conferencing technology, provided that all members receive copies of the materials to be discussed at the meetings in advance. The Chair or his or her designee shall be responsible for setting the agendas for the meetings and distributing to Committee members in advance of the meetings the disclosures of Covered Individuals, the decisions and reports and complete written records of the review and decision-making of the cases at the Colleges, the statements of the reasons for appeal, and other relevant materials. The College Conflicts Officer and the College Provost or Provost's Designee may attend the portions of Committee meetings devoted to consideration of Conflicts occurring at their College. A Covered Individual may attend the Committee meeting devoted to consideration of his or her Conflict in order to present his or her appeal and may be represented by counsel or a union representative at the meeting.

4.4.4. Recusal Procedures - The College Provost seated on the Conflicts Committee shall not participate in the review or decision of any case involving a Conflict of Interest at his or her College if he or she participated in the review or decision for the disposition of such Conflict at the College pursuant to Section 4.3. In such a case, the EVC for Academic Affairs shall designate the College Provost of a different College as a substitute to participate in the Committee's review and decision-making process. In addition, the EVC for Academic Affairs shall designate an appropriately qualified individual to participate in the Committee's review and decision-making process as a substitute for a Committee member in a case where the Committee member has been recused in accordance with the procedures set forth below.

Any Committee member shall promptly recuse himself or herself from voting on, and shall exit the meeting during consideration of, any specific case in which he or she has an actual bias or the reasonable appearance of bias, or an actual conflicting personal interest or the reasonable appearance of a conflicting personal interest. For the purposes of these recusal procedures, the term "bias" means circumstances under which a Committee member would experience (or would

reasonably appear to experience) impaired objectivity with respect to a case, and the term "conflicting personal interest" means circumstances in which the Committee member, or any of his or her Family Members, has a financial interest that would be affected by (or would reasonably appear to be affected by) the disposition of a case.

Although a recusal decision will ordinarily be made by the Committee member, the Chair (or, in the case of recusal of the Chair, the EVC for Academic Affairs) may require recusal of a member under two circumstances. First, any Committee member may be challenged for bias or conflicting personal interest by a Covered Individual whose case is before the Committee. This challenge shall take the form of a confidential written explanation that the Covered Individual transmits to the Chair (or, if the Chair is challenged, to the EVC for Academic Affairs). If the Chair (or the EVC for Academic Affairs) concurs with the challenge, he or she may require recusal of the Committee member. Second, if the Chair has actual knowledge or a reasonable belief, based on competent information, that a Committee member has an actual bias or that a conflicting personal interest exists (or if the EVC for Academic Affairs has such knowledge or belief regarding the Chair), the Chair (or the EVC for Academic Affairs) may require recusal of the Committee member. In each case, recusal shall not be required without providing the Committee member an opportunity to discuss whether or not recusal is appropriate. If recusal of a Committee member is required for any reason, or if recusal of a challenged Committee member is not required, a confidential written explanation of the decision shall be included in the file for the case.

4.4.5. Decisions of the Conflicts Committee - The Committee's decisions regarding the disposition of a Conflict shall be made by a majority of the voting members of the Committee, provided that in a case where the EVC of Academic Affairs has designated an individual to participate in the review and decision-making process for a particular Conflict as a substitute for a Committee member recused under Section 4.4.4, that individual shall be considered a voting member in place of the recused Committee member. The Committee decisions shall be recorded in written minutes, which shall not include any identifying information about the votes of the Committee members. The Conflicts Committee shall make a decision regarding the disposition of a Conflict involving a Significant Financial Interest not later than sixty (60) days after receiving complete and accurate information about the Conflict and the decision made at the College. The College Conflicts Officer shall, at the request of a Covered Individual, give the Covered Individual complete information regarding the status of his or her appeal and shall, in any event, notify the Covered Individual of the decision of the Conflicts Committee as promptly as possible. All decisions of the Committee shall be final.

4.4.6. Authority of the Conflicts Committee - The Conflicts Committee shall review and make its decisions regarding the disposition of all Conflicts involving a Significant Financial Interest by one or more of the means described in Section 4.3.3. The Committee shall have discretion in reviewing and making decisions regarding the disposition of these Conflicts and may request and review additional relevant information from Covered Individuals and other sources. The Committee shall annually review the dollar amounts and other aspects of the definition of Significant Financial Interest in Section 5.14 and, subject to approval by the University's Board of Trustees, shall have authority to adjust those amounts to account for inflation and other economic factors and to otherwise revise the definition. The Committee shall have authority to interpret this Policy and shall give Covered Individuals notice of its interpretative statements through periodic advisories as well as access to the written minutes of Committee meetings appropriately redacted to preserve the confidentiality of the individuals involved.

4.5. Confidentiality of Disclosures. Many of the matters brought to the College Conflicts Officers, College Provosts or Provost's Designees, College Presidents, Institutional Representatives, and members of the Conflicts Committee for review and decision will include information of a personal and private nature concerning the financial interests of Covered Individuals, proprietary business information, and other information of a highly confidential nature. Accordingly, except as specifically provided in this Section 4, all College Conflicts Officers, College Provosts, Provost's Designees, College Presidents, Institutional Representatives, Committee members, and others who participate in Committee meetings as provided herein shall maintain all disclosed information in strict confidence and take necessary precautions and actions to preserve the confidentiality of such information, and the Conflicts Committee shall meet in closed session. Information disclosed under this Section 4 may be disclosed outside the University only if required by the source of funding of the applicable research or by applicable law, and only after the University's Office of the General Counsel approves such disclosure and the affected Covered Individual is notified that the information will be released.

4.6. Liaison to Research Sponsors. The Research Foundation's Institutional Representative shall function as liaison to research sponsors regarding the disclosure of Conflicts involving a Significant Financial Interest by Covered Individuals and the disposition of those Conflicts by the College and the University.

4.7. Periodic Review of Policy. Not less frequently than every three years following adoption of this Policy, the Conflicts Committee shall conduct an evaluation of the provisions set forth in this Section 4 and, if necessary, formulate amendments for consideration by the Chancellor and the University's Board of Trustees. The Conflicts Committee shall solicit comments from the University Faculty Senate with respect to any such amendments.

5. Definitions.

As used in this Policy, the following words shall have the following meanings:

5.1. Chair - The Chairperson of the Conflicts Committee, as described in Section 4.4.

5.2. College - An educational unit of the University, including all senior colleges and community colleges, the Graduate School and University Center (including, without limitation, the School of Professional Studies and the Graduate School of Journalism), and the City University School of Law, and the University's Central Office.

5.3. College Conflicts Officer - The individual at each College designated by the College President to perform the functions described in Section 4.3.1.

5.4. College President - The President or Dean of each College, as applicable. For purposes of this Policy, the Executive Vice Chancellor for Academic Affairs and University Provost (the "EVC for Academic Affairs") or his or her designee shall be deemed to be the College President of the University's Central Office, except that the Chancellor of the University shall be deemed to be the College President of the University's Central Office with respect to Section 3.3.

5.5. College Provost - The Provost or Chief Academic Officer of each College, as applicable. For purposes of this Policy, there will be no College Provost for the University's Central Office, and the College Conflicts Officer for the University's Central Office will exercise the functions described in Sections 4.3.1(c) and (d) independently.

5.6. Company - Any corporation, partnership, association, or other legal entity, excluding entities controlled by the United States government, the State of New York, the City of New York, or the University. A Company shall be deemed to include all of its affiliates and other associated entities.

5.7. Conflict of Interest or Conflict - (a) An actual or potential conflict between the personal interests of a Covered Individual and the interests of the University; or (b) the reasonable appearance of such a conflict.

5.8. Conflicts Committee or Committee - The University-wide committee that reviews disclosures by Covered Individuals of Conflicts involving a Significant Financial Interest and decisions regarding the disposition of those Conflicts at the Colleges, as described in Section 4.4.

5.9. Covered Individual - Any individual who is, or at any time becomes (a) an officer of the University; (b) a full-time or part-time employee of the University; (c) a post-doctoral associate at the University; or (d) a student engaged in faculty-directed research at the University other than as part of his or her coursework, whether or not the student is paid for such engagement.

5.10. Family Member - Any person living in the same household as the Covered Individual, and any person related to the Covered Individual within the third degree of consanguinity or affinity. Such related persons include the Covered Individual's spouse and the parents, children, siblings, grandparents, grandchildren, aunts and uncles, nieces and nephews, great grandparents, and great grandchildren of the Covered Individual and his or her spouse, and the spouses of these relatives as well. (For purposes of this Policy, a "spouse" includes a domestic partner under applicable laws governing domestic partnerships and civil unions.) Please refer to Section 3.5. A Covered Individual should consult the University's Office of the General Counsel if he or she has any questions about whether the provisions of Section 3 apply to his or her situation.

5.11. Institutional Representative - The University's Institutional Representative is the College Conflicts Officer of the University's Central Office. The Research Foundation's Institutional Representative is the individual designated by the President of the Research Foundation to perform the functions of such position, as described in Sections 4.3.2, 4.4.1, and 4.6.

5.12. Provost's Designee - A tenured faculty member at a College actively involved in sponsored programs who may be designated by the College Provost to perform the functions described in Sections 4.3.1(c) and (d) with the College Conflicts Officer.

5.13. Research Foundation - The Research Foundation of The City University of New York.

5.14. Significant Financial Interest - Anything of monetary value, including, but not limited to, salary or other payments for services (e.g., consulting fees or honoraria); equity interests (e.g., stocks, stock options, or other ownership interests); and intellectual property rights (e.g., patents, copyrights, and royalties from such rights).

The term does not include:

(a) Salary, royalties, or other remuneration from the University;

(b) Income from seminars, lectures, or teaching engagements sponsored by public or nonprofit entities;

(c) Income from service on advisory committees or review panels for public or nonprofit entities;

(d) An equity interest that, when aggregated for the Covered Individual and the Covered Individual's spouse and dependent children, meets both of the following tests: (i) does not exceed $10,000 in value, as determined through reference to public prices or other reasonable measures of fair market value; and (ii) does not represent more than a five percent (5%) ownership interest in any single entity; or

(e) Salary, royalties, or other payments that, when aggregated for the Covered Individual and the Covered Individual's spouse and dependent children over the next twelve months, are not expected to exceed $10,000.

5.15. University - The City University of New York.

5.16. Vice President for Administration - The Vice President for Administration (or individual with similar responsibilities) of each College, as applicable. For purposes of this Policy, the Executive Vice Chancellor and Chief Operating Officer of the University or his or her designee shall be deemed to be the Vice President for Administration of the University's Central Office.

This policy was approved by the Board of Trustees of The City University of New York on June 23, 2008, and is effective as of July 1, 2008.