

## INDIVIDUAL CONFLICTS OF INTEREST POLICY

### 1. GENERAL POLICY

A. **GENERAL OBLIGATION.** Conflicts of interest can result in serious harms such as improper personal benefits, loss of University resources, misuse of confidential information, and exploitation of employees, students, and others. Even without such consequences, conflicts of interest endanger the University's mission and betray the public's trust if left unreviewed. Therefore, all persons covered by this policy must promptly disclose any conflicts of interest, including any personal interest, activity, or relationship that may affect or detract from the proper exercise of University responsibilities, and must adhere to the University's judgment on permissibility and management.

B. **SCOPE.** This policy applies to all University Employees<sup>1</sup>. It establishes minimum standards and procedures for addressing personal conflicts of interest and outside professional employment. Nothing in this policy prohibits any academic or administrative unit from establishing supplementary Conflicts of Interest policies and/or procedures that are more restrictive than these. This policy overlaps with but does not replace Employee responsibilities under state and federal law or other University policies, e.g., the IRB conflicts of interest policy; and, compliance with those laws/policies does not eliminate the requirement to comply with this policy, and vice versa. Institutional conflicts of interest and certain other specific personal conflicts are addressed by other University policies referenced in Appendix 3.

2. **CONFLICTS OF INTEREST.** A Conflict of Interest arises when a financial or other personal interest, activity, or relationship may reasonably be expected to compromise an Employee's judgment in carrying out his/her University responsibilities. When used in this policy, the term Conflict of Interest also includes potential conflicts (i.e., interests, activities and relationships that do not currently constitute a conflict but will foreseeably do so if not subject to limitation) and the appearance of a conflict (i.e., interests, activities, and relationships that in the University's judgment would impair public trust if not managed appropriately). Conflicts of interest include but are not limited to the following:

A. **SELF-DEALING:** Transacting any University business with oneself or one's Family or having a Significant Financial Interest in any Company that could foreseeably benefit from the Employee's decisions in discharging University responsibilities.

B. **USE OF UNIVERSITY RESOURCES:** Taking, allocating, or using any University Resources for a non-University purpose except as otherwise allowed by University policy.

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<sup>1</sup> Definitions of capitalized terms are included in Section 2 and in Appendix 1.

- C. USE OF EMPLOYEES OR STUDENTS. Hiring or supervising University Employees or students whom one supervises, instructs, or mentors, in a personal interest, activity, or relationship, or receiving a profit from sales or services to them.
- D. CONFLICTS OF COMMITMENT. Engaging in any full or part-time activity that demands a level of time or energy that can reasonably be expected to impair the performance of one's University responsibilities. Outside activities ordinarily understood as full-time are presumed to be inconsistent with full-time University employment.
- E. ENDORSEMENT. Presenting one's University affiliation, position, or credentials in a way that gives the appearance of University endorsement of any business, charity, or other outside entity or activity, or creating confusion as to University involvement in the activity.
- F. GIFTS. Accepting a Gift that may reasonably appear to influence the exercise of one's University responsibilities, or that may appear to be compensation for such exercise, or that otherwise may be prohibited by law.<sup>2</sup>
- G. IMPARTIALITY. Participating in a University matter involving specific parties that is likely to have a direct and predictable effect on the Employee's financial interests (or those of a member of his/her Family); or, where the Employee or Family member has a personal or business relationship with a directly affected party; or where the circumstances would cause a reasonable observer with knowledge of the relevant facts to question the Employee's impartiality. Examples of such parties include members of one's Family, persons with whom one lives or shares a bank account, and persons with whom one has or has recently had significant financial transactions such as employment, contracting, or indebtedness.<sup>3</sup>
- H. CONFIDENTIALITY. Disclosing confidential information, including proprietary information, acquired through one's University employment to anyone not entitled to receive it.
- I. INTERESTS AND ACTIVITIES PRESUMPTIVELY PERMITTED. The following interests and activities are presumptively permitted and need not be disclosed so long as they do not constitute a Conflict of Commitment and so long as they are not required to be disclosed by a unit's supplementary policy:
  - 1. interests below the threshold of Significant Financial Interests in a Company that may do business with the University;

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<sup>2</sup> Employees receiving Gifts, gratuities, or other third-party benefits are advised to review Appendix 4 for additional legal restrictions. See Rules 4.8, 4.9, and 4.17.

<sup>3</sup> Employees engaged in a matter likely to have a direct effect on their financial interests are advised to review Appendix 4 for additional legal restrictions that may affect participation in the matter. See Rule 4.7.

2. financial interests in a Company that does no business with the University, or does business with the University outside the course and scope of one's University responsibilities;
3. unpaid service on nonprofit or scholarly boards;
4. service as an editor of a professional publication;
5. services of a scholarly or professional nature for which tokens of appreciation (honoraria) are traditionally conferred and are not undertaken for personal financial gain, for example a scholarly presentation or program evaluation;
6. modest personal Gifts of a customary nature, ordinarily with a value less than \$20, where knowledge of the relevant facts would likely not cause a reasonable observer to question the Employee's impartiality;
7. inclusion of University affiliation in publications or communications where not reasonably likely to be taken as endorsement;
8. modest personal use, excluding personal business use, of University Resources such as telephone and email as permitted by other University policies.

3. OUTSIDE PROFESSIONAL EMPLOYMENT, EXCLUDING ACTIVITIES COVERED BY A UNIVERSITY PROFESSIONAL PRACTICE PLAN<sup>4</sup>

A. GENERAL PROVISIONS. All Employees shall discharge their responsibilities to the University unhindered by outside employment or other commitments. Full-time Employees owe their primary professional duty to the University; any other employment or activity must be secondary. However, in light of their potential to create Conflicts of Interest, outside employment in the area of one's University duties ("outside professional employment") must be disclosed and approved and may be limited as provided in this section. All Employees who are permitted to engage in outside professional employment that reasonably appears to create an actual, potential, or apparent Conflict of Interest shall provide their services in strict accordance with an approved management plan.

All Employees having decisional responsibilities, in the application for, design of, or conduct of sponsored research, e.g., investigators, key personnel, or as may otherwise be required by a sponsor, must disclose all outside professional employment.

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<sup>4</sup> While excluded from this Section 3, Employees who are in HSC or other Professional Practice Plans are expected to comply with the terms of their respective Plans and all other applicable University policies and procedures.

- B. STAFF. Staff Employees are expected to conduct University business during the University's regular business hours, or as otherwise assigned. Staff Employees may not conduct outside professional employment during their assigned University business hours except when leave is authorized. Salaried staff with appointments from 0.8 to 1.0 full-time equivalent (FTE) shall disclose and receive prior approval for all outside professional employment to assess possible conflicts of commitment. All staff employees must disclose and receive prior approval for outside professional employment that reasonably appears to create an actual, potential, or apparent Conflict of Interest.
- C. FACULTY. During the terms of their academic appointment, faculty members must attend to all duties and responsibilities including classes, office hours, and service commitments. Faculty participating in a Professional Practice Plan should adhere to these principles in addition to those obligations arising under the Plan.
1. Faculty during academic year. Faculty members are individually and primarily responsible for arranging their University time. Full-time faculty may, with chair or director approval, commit up to 10 hours in any week for outside professional employment during University business hours so long as the activity does not reasonably appear to create a Conflict of Interest, does not interfere with the faculty member's University duties and responsibilities, and provides important elements of faculty professional development related to University duties and responsibilities. For faculty who accrue leave, the University shall determine the extent to which leave should be taken for outside professional activities.
  2. Summer outside professional employment for 9-month faculty. During any portion of the summer in which 9-month faculty are not on contract with the University, they may engage in outside professional employment without regard to the 10-hour-per-week limitation. Such outside professional employment is presumptively permitted; however, such employment must be disclosed for prior review for actual, potential, or apparent Conflicts of Interest and may not involve use of University Resources, including staff, except as otherwise provided by University policy and agreement by the appropriate office, e.g. the Office of Technology Development in the case of University-owned intellectual property.
  3. Part-time faculty. Faculty with less than full-time appointments may engage in outside professional employment during any time not required by their University responsibilities, unless limited by the terms of their respective professional practice plans.
  4. Regular and renewable-term faculty. Regular and renewable-term faculty with appointments from 0.8 to 1.0 FTE must disclose all outside professional employment.

#### 4. DISCLOSURE AND REVIEW

A. CONFLICT OF INTEREST OFFICE. The University President shall designate a Conflict of Interest office or offices on the Norman and Health Sciences Center campuses which shall be responsible for the following:

1. EDUCATION. Providing to Employees on all campuses adequate information at least annually regarding this policy and their obligations hereunder and ensuring that Employees responsible for implementation and administration of this policy receive appropriate training to effectuate the aims of this policy.
2. PROCEDURES AND IMPLEMENTATION. Managing the activities of the Conflict of Interest Committees, providing oversight, and promoting uniform standards for conflict of interest disclosure, review, approval, and management across all campuses.
3. RECORDKEEPING. Maintaining an inventory of all conflict of interest disclosures, management plans, and related pertinent materials across all campuses. The office shall also devise standards for internal disclosure and for public disclosure of conflicts under management sufficient to assure ethical transparency while maintaining an appropriate level of privacy for personal financial interests and personnel records.

B. CONFLICT OF INTEREST COMMITTEES. The University President shall appoint two Conflict of Interest Committees: one on the Norman Campus and one on the Health Sciences Center Campus. Conflicts arising on the Tulsa Campus shall be decided by the Committee for the campus where the Employee's unit is based.

1. Composition. Committees shall be composed of four faculty recommended by Faculty Senate; three staff members recommended by Staff Senate from the salaried professional academic and administrative staff; the Vice President for Research or designee; the Senior Vice President and Provost or designee; and additional voting members with specialized competencies and expertise as may be appropriate for deliberations of each Campus's respective Committee. The Committees shall have a nonvoting member designated by the Office of Legal Counsel to provide advice and legal support.
2. Powers and Responsibilities. Committees shall determine the appropriate disposition of covered conflicts arising on their respective campuses.
3. Delegation and Support. Consistent with the aims of this policy, the Conflict of Interest Offices shall be responsible for the day-to-day operation of their respective Committees and shall establish procedures to obtain recommendations from appropriate individuals and units, to decide cases, to delegate routine matters to the Conflict of Interest Office,

and to delegate decision-making for conflicts of a specialized nature where the decision-making expertise is localized.

- C. OBLIGATION TO DISCLOSE. Employees shall disclose and seek prior approval for an interest, activity or relationship covered under this policy, or within 30 days of hire, if the activity or relationship predates the Employee's University employment. Disclosures shall be to the appropriate Conflict of Interest Office, in writing, and shall include a clear, detailed explanation of the Conflict. The Conflict of Interest Office may forward the disclosure to other offices for preliminary information, review, or advice as the Office deems necessary.
  - D. REVIEW. Disclosures shall be reviewed in accordance with procedures established by the Conflict of Interest Office. In light of the unique institutional responsibilities of executive officers, conflicts arising for Executive Officers shall be disclosed according to the Institutional Conflicts of Interest policy.
  - E. POSSIBLE ACTIONS. The Conflict of Interest Committee or its designee may determine that the activity, interest, or relationship constitutes (a) no conflict, (b) a potential conflict that will be permissible as long as certain limits are not exceeded, (c) a manageable conflict requiring a management plan; or (d) an unmanageable conflict requiring action to terminate either the interest or the University duty involved.
  - F. MANAGEMENT PLANS. When a Conflict of Interest, whether actual, potential, or apparent, requires management, the Conflict of Interest Committee or its designee shall, with information and input from the Employee and others as it deems appropriate, develop a management plan. Management plans must include a description of the conflict, a summary of the steps required for management, specific individual(s) responsible for the required steps, the records to be maintained under the plan, and a schedule for review, which must occur at least annually.
5. REMEDIATION, RESCISSION, AND ENFORCEMENT. Reports or evidence of policy violations received by the Conflict of Interest Office shall be reviewed, investigated, and referred to the appropriate office for action. Employees who fail to disclose a conflict of interest or to comply with a decision or approved management plan may be subject to discipline up to and including severe sanctions and termination. Employees are reminded that they also are subject to civil and criminal penalties for violations of state or federal laws relating to conflicts of interest. An approving authority may rescind an approved outside professional employment activity upon receipt of information indicating the activity is not consistent with this policy, applicable law, or other University policy. If approval is rescinded, the Employee shall be given written notice and an opportunity to respond to his or her campus Conflict of Interest Committee.

## APPENDIX 1: DEFINITIONS

- A. COMPANY. Any entity, other than the Board of Regents of the University of Oklahoma, through which business is conducted (profit or non-profit), including such organizations as a sole proprietorship, partnership, company, corporation, civic or social organization.
- B. EMPLOYEE. All individuals employed by the University, whether full or part-time. For purposes of this policy, the term “Employee” shall also include postdoctoral fellows, visiting scholars, residents, graduate research and teaching assistants, volunteers, and all key personnel working on grants and contracts whether paid or unpaid.
- C. FAMILY. Includes any individual who is a spouse/domestic partner, parent, child, stepchild, or sibling of an Employee or a member of the Employee's household.<sup>5</sup>
- D. GIFT. Anything of value to the extent that consideration of equal or greater value is not received in exchange.
- E. INTELLECTUAL PROPERTY. Any ideas, discoveries, inventions, technology, creative expressions and embodiments thereof in which a proprietary interest may be claimed such as patents, copyrights, trademarks, know-how, biological materials, and other forms of intellectual property legally recognized as set forth in the University's Intellectual Property Policy.
- F. SIGNIFICANT FINANCIAL INTEREST.<sup>6</sup>
  - 1. For a non-publicly traded company.
    - A. Any ownership interest, by the Employee or his or her Family, in a private business, including but not limited to, a closely held corporation; limited liability company; Subchapter S corporation or partnership for which the Employee or his or her Family member is a director, officer, owner, manager, employee, or agent; or any private business, closely held corporation or limited liability company in which the Employee or his or her Family member owns or has owned stock, another form of equity interest, stock options, or debt instruments.
    - B. Any Intellectual Property right or interest for which the Employee or his or her Family has received income.

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<sup>5</sup> For the definition of “family” in the State Ethics Rules see Rule 4.2. Due to a university's unique ethical responsibilities in teaching and research, OU's definition is somewhat broader in scope.

<sup>6</sup> For the definition of “material financial interest” in the State Ethics Rules see Rule 4.7. Under federal law, the University's disclosure requirements are more restrictive, e.g., NSF sponsored research contracts, and rather than confuse the issue by applying different standards, the university elected to abide by the more restrictive rules.

- C. Receipt of income of Five Thousand Dollars (\$5,000) or more by the Employee or his or her Family during the twelve months prior to the date of disclosure; or
- 2. For a publicly-traded company. Any interest for which remuneration during the twelve months prior to disclosure, plus the value of equity interest in the entity at date of disclosure, exceeds \$5,000, when aggregated for the Employee and his or her Family.
- 3. Significant Financial Interests do not include:
  - A. salary, royalties, or other remuneration paid by the University to employees (including Intellectual Property rights assigned to the University and agreements to share in royalties related to such rights); or
  - B. investment vehicles, such as mutual funds and retirement accounts, where the Member does not directly control the investment decisions made by such vehicles.
- G. UNIVERSITY RESOURCES. All University services, real and personal property including facilities, equipment, Intellectual Property, and workforce.



## APPENDIX 2: CONFLICTS OF INTEREST IN BUSINESS AND RESEARCH RELATIONSHIPS

- A. **Company Board Membership/Officership.** Service as a director or officer (President, VP, CEO, COO, CFO, Scientific Officer) of a Company is normally acceptable; however, when the Company proposes to do or is doing business with the University, has licensed University technology, or there is, an actual, potential or apparent Conflict of Interest with one's University responsibilities (such as financial conflicts, conflicts of commitment, use of University Resources, potential or actual overlap between University research and Company research, and use or ownership of Intellectual Property), one shall disclose the relationship and seek written approval from the Conflict of Interest Committee pursuant to a management plan.
- B. **Support of Students and Trainees by Companies.** The progress and academic standing of students and trainees must never be compromised. Accordingly, a Company may not be permitted to (i) support a student's academic program if the supervising Employee has Equity or serves as a director or officer (President, VP, CEO, COO, CFO, Scientific Officer) or (ii) employ a student or trainee to conduct research that overlaps with his or her University training or academic program, absent written approval by the Conflict of Interest Committee pursuant to a management plan. The Conflict of Interest Committee shall establish University policies and rules to regulate the circumstances under which the referenced employment relationships may be permitted.
- C. **Funding for Sponsored Research and Service Activities.** There is a presumption against accepting funding from a Company in which the University or the Employee has a financial interest, or the Employee serves as a director or officer (President, VP, CEO, COO, CFO, Scientific Officer). The Conflict of Interest Committee shall establish University policies and rules to regulate the circumstances under which these relationships may be permitted.
- D. **SBIR / STTR Programs.** Under Small Business Innovation Research (SBIR) and Small Business Technology Transfer (STTR) programs, small businesses are encouraged to partner with a research university to perform innovative research and/or to assist in technology transfer from the university. A University Employee may participate in the SBIR/STTR project only through a written contract between the University and the Company approved in accordance with University policy that outlines the Employee's responsibilities and/or University benefits. The Conflict of Interest Committee shall establish University policies and rules to regulate the circumstances under which the referenced employment relationships may be permitted.

### APPENDIX 3: OTHER UNIVERSITY POLICIES RELATED TO CONFLICTS OF INTEREST

Conflicts of Interest may take various forms but exist when there is contradiction between the private interests and professional obligations of a University employee. In addition to being addressed directly in this policy, such Conflicts are addressed in other University policies which govern conduct of employees' professional activities. A non-exhaustive listing of such policies follows. A University employee should consult specific University policies presented in the faculty and staff handbooks of their respective campuses for guidance and information regarding specific situations which may relate to Conflicts of Interest.

- Academic Freedom and Responsibility
- Acceptable Use of Information Resources
- Candidacy for Public Office
- Compliance Policies
- Conducting Private Business from University Facilities
- Consensual Sexual Relationship Policy
- Ethics in Research Policy
- Fraud Prevention, Reporting, and Whistleblower Protection Policy
- Fundraising or Solicitation
- General Purchasing Policies
- Intellectual Property Policy
- IRB Conflict of Interest Policy (researchers)
- Nepotism Policy
- Off-campus Use of University Property
- Participating in Political Campaigns
- Professional Practice Plans – HSC
- Sabbatical Leave
- Sale of Required Instructional Material
- Service as Promotional Speaker for Private Industry – HSC
- Use of State Vehicles for Private Purposes

## APPENDIX 4: OKLAHOMA STATE ETHICS RULES, RULE 4: CONFLICTS OF INTEREST (EXCERPTS)

Rules regarding conflicts of interests have been promulgated by the Oklahoma Ethics Commission, not the legislature, but they have the force and effect of law and there are civil penalties available for violating them. In that the Commission may modify the rules, a non-exhaustive COI list, as of 8/14/2019, is set forth below by subject. As applicable to an employee's circumstances, go to the Commission's web site <<https://www.ok.gov/ethics/>> click on "Ethics Laws, Guides & Forms" and review the latest version (annotated) of the applicable rule.

Rule 4.1. Purpose of Rule 4.

Rule 4.2. Definitions.

Rule 4.4. Misuse of Office.

Rule 4.5. Misuse of Authority.

Rule 4.7. State Officer Impartiality.

Rule 4.8. Gifts from Vendors to Persons Engaged in Purchasing Decisions.

Rule 4.9. Gifts from Successful Vendors.

Rule 4.11. Gratuities Offered at Seminars, Conferences or Similar Events.

Rule 4.12. Modest Items of Food and Refreshments

Rule 4.13. Acceptance of Meals, Lodging, Transportation and Other Benefits as a Result of Spouse's Business Activities.

Rule 4.14. Acceptance of Meals, Lodging, Transportation and Other Benefits as a Result of Private Business Activities.

Rule 4.15. Acceptance of Meals and Other Benefits for Conference Presentations.

Rule 4.16. Acceptance of Meals for Professional, Civic or Community Events; Acceptance of Meals at Political Events.

Rule 4.17. Gifts to Superiors by State Officers or Employees.

Rule 4.18. State Officer or Employee Representation of Others in Transactions Involving the State.

Rule 4.19. State Officer or Employee Representation of Others Before Employing Agency.

Rule 4.23. State Officer or Employee Violation of Rules through Indirect Action.