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## Arbor Research Conflict of Interest Policy

### 0. Abstract

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Arbor Research promotes objectivity in research by establishing policies and procedures that provide a reasonable expectation that the design, conduct, and reporting of research will be free from bias resulting from organizational conflicts of interests (OCI), financial conflicts of interest (COI), and personal COI (including conflicts of commitment). Individuals with employment, contractual, or business relationships with Arbor Research must identify and disclose any potential conflict of interest as soon as the issue is known so it can be evaluated and, if necessary, managed or eliminated. Individual employees must also understand OCI, and report concerns about these conflicts to the Compliance Officer.

The Compliance Officer (CO) is responsible for adjudicating both COI and OCI, in the organizational context and as it pertains directly to new business opportunities.

The Arbor Research Conflict of Interest (COI) policy and its associated procedures are in compliance with, and may exceed, the federal regulations defined in the [U.S. Department of Health and Human Services Final Rule on Financial Conflicts of Interest](#) and the associated sections of [42 CFR Part 50, Subpart F](#) and [45 CFR Part 94](#), including posting this policy to the **Arbor Research website** and providing a copy of this policy and any financial conflict of interest disclosures for **investigators** who receive funding from the U.S. Public Health Service upon request, in addition to any applicable directives from other funding or government sources, [Federal Acquisition Regulation Part 9](#) (Subpart 9.5), and [Federal Acquisition Regulation Part 3](#).

### 1. Purpose

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The purpose of this policy is to support Arbor Research activities including grants and contracts, regardless of funding source, by enabling Arbor Research to avoid, identify, and manage conflicts of interest. It also advises employees on how to identify potential or actual conflicts of interest and explains how Arbor Research will manage those potential or actual conflicts. This policy is intended to ensure that the design, conduct, and reporting of research and other activities of Arbor Research are not adversely affected by such conflicts. This policy does not supersede federal, state, or local government regulations and will be modified as necessary to comply with such laws and/or conditions stipulated by an active funding contract.

### 2. Scope

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This policy and the associated procedures and forms apply to all Arbor Research employees.

Arbor Research Board of Directors and board appointed committee members should reference the [020 Governing Board Conflict of Interest Policy](#). All other individuals with a fiduciary or business relationship with Arbor Research should reference their respective contracts for specific information about conflict of interest obligations and reporting requirements. This policy and all associated procedures and supplemental documents are consistent with the [021 Statement of Values and Code of Ethics](#) that governs all activity carried out by or on behalf of Arbor Research.

## 3. Policy

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### 3.1. Organizational Conflict of Interest

Arbor Research understands the critical importance of having unbiased research and will be diligent in the review, management, and disclosure of organizational conflicts of interest affecting research for any contractor or grantor. Arbor Research's policy and procedures are based upon and guided by principles and examples contained in the [Subpart 9.5 - Organizational and Consultant Conflicts of Interest | Acquisition.GOV](#) and associated regulations and guidance from the Government Accountability Office and federal courts.

#### 3.1.1. Types of Organizational Conflict of Interest

Under the FAR and rules developed by the Centers of Medicare and Medicaid Services, an **organizational conflict of interest (OCI)** means that because of other activities or relationships with other persons, an organization is unable or potentially unable to render impartial assistance or advice to the government (biased ground rules); or the organization's objectivity in performing the contract work is or might be otherwise impaired (impaired objectivity); or an organization has an unfair competitive advantage (unequal access to information).

##### *Biased ground rules*

**Biased ground rules** OCI exists where an organization, as part of its performance of a government contract, has set (or is in a position to set) the ground rules for another government contract. For example, where the organization writes the statement of work or the specifications, or establishes the source-selection criteria, for a project in which it may be involved.

##### *Impaired objectivity*

**Impaired objectivity** OCI exists where the judgment and objectivity of an organization working under a government contract might be impaired because of other substantive activities or financial or other interests of the organization that may be aided by the organization's work for the government. Examples may include: where the organization evaluates itself, an affiliate, or a competitor, either through an assessment of performance or evaluation of proposals; or other contract activities such as policy recommendations that may affect financial outcomes of affiliates, sponsors, or competitors.

##### *Unequal access to information*

**Unequal access to information** OCI exists where an organization has access to nonpublic information as part of its performance of a government contract beyond that available to a typical incumbent contractor and such information may provide the organization with a competitive advantage in a later competition for a government contract.

## 3.2. Financial Conflict of Interest

Arbor Research employees must avoid **significant financial interests** that may, or may appear to, compromise their objectivity in conducting research and therefore be deemed a **financial conflict of interest**. Arbor Research will comply with the significant financial interest and financial conflict of interest requirements delineated in the [U.S. Department of Health and Human Services Final Rule on Financial Conflicts of Interest](#) and the associated sections of [42 CFR Part 50, Subpart F](#) and [45 CFR Part 94](#), and have expanded on the regulation's definition of a significant financial interest. Arbor Research defines a **reportable financial interest** in the [Employee Conflict of Interest Statement](#). These forms shall identify any financial relationships, fiduciary relationships, or investment/ownership/equity situations on the part of the employee (and in some cases, the employee's **immediate family members** or **family members**) which may result in an apparent conflict of interest; in all cases these must meet or exceed federal definitions.

### 3.2.1. Gifts

Employees may give and receive appropriate, lawful business gifts or meals in connection with their Arbor Research work with commercial customers and other **nongovernmental parties**, provided that all such gifts are nominal in value and not given or received with the intent or prospect of influencing the recipient's business decision-making. Lawful business gifts or meals are nominal in cost, quantity, and frequency and can withstand public scrutiny without damaging Arbor Research's reputation. Lawful business meals include those as part of a business meeting for the benefit of Arbor Research, such as a meeting with research collaborators, accountants, attorneys, or other professional service providers. Sharable items, such as gift baskets or food items, from vendors should be made available to all Arbor Research employees. The Compliance Officer may set per incident and yearly accrual limits for lawful business gifts or meals and will make such limits known to employees during training sessions. If you have questions whether a gift is appropriate, you should contact the Compliance Officer.

## 3.3. Personal Conflict of Interest

Arbor Research employees must avoid **personal conflicts of interests**, resulting from individual interests of the employee (and in some instances those of the employee's family members), that may, or may appear to, impair the employee's ability to act impartially and in the best interest of the Government when performing under the contract. A personal conflict of interest may also be deemed a financial conflict of interest. A **reportable individual interest**, as defined by Arbor Research, is any individual interest of the employee as defined in the Employee Conflict of Interest Statement, including conflicts of commitment and personal relationships that may, or may appear to, impair the employee's ability to act impartially and in the best interest of Arbor Research and its service to the funder (including the Government). Individual interests are situational and do not necessarily reflect any misconduct by an employee or a conflict of interest.

A **conflict of commitment** has the potential to occur when an employee's external relationships or activities may, or may appear to, affect, interfere, or compete with the employee's availability and/or the employee's ability or willingness to fulfill his or her **organizational responsibilities**. A conflict of commitment may also be a significant financial interest as defined in the Financial Conflict of Interest section above.

### 3.3.1. Conflicts of Commitment

#### *Outside Employment, Independent Businesses, and Consulting*

All employees, regardless of specific role, are expected to contribute to building the portfolio of the organization by providing best efforts to provide services through Arbor Research. Employees shall not accept outside commitments, such as but not limited to paid consulting commitments, that may limit their ability to provide best expected efforts to the organization.

- Outside activities shall not detract from the employee's established **full time equivalent (FTE)** appointment, with respect to either total effort or potential scheduling conflicts, acknowledging that for exempt Arbor Research staff expected activities may not always fall within a usual set schedule.
- Outside activities shall not provide services that are similar to, compete with, or could be provided through Arbor Research.
- Employees shall not undertake outside activities with an organization that provides business operations services to Arbor Research (e.g. insurance brokers or companies, auditors, legal counsel, banks, investment firms, etc.).

#### *Pro Bono Work, Volunteering, and Government Service*

Employees are encouraged to serve the local, national, and international community through volunteering, government service, or not-for-profit advisory groups. An employee must disclose any advisory activities that are related to Arbor Research's projects, funding, or mission, as well as any compensation or travel reimbursements received for that appointment. Employees may provide pro bono services so long as they do not compete or interfere with the employee's position at Arbor Research and are not provided to a potential or actual Arbor Research client, sponsor, or funding agency. Advisory activities provided at the request of the federal, state, or local government, including but not limited to service on data and safety monitoring boards, technical expert panels, or expert testimony to a government agency, must be disclosed to the Compliance Officer. Any proposed exceptions to this policy must be reviewed and approved by the Compliance Officer in advance of the activity.

### 3.3.2. Relationships

Employees shall not make employment-related decisions for anyone who is a family member of that employee. Employment decisions include, but are not limited to hiring, supervisory structure, promotions, salary changes, and job function. Due to the high probability of a conflict of interest, family members of Human Resource department employees and/or Executive Team employees will not be considered for employment at Arbor Research.

Upon learning of any such relationship, the employee shall disclose it immediately to the Compliance Officer for review. See *Managing and Reporting Conflict of Interest* for further instruction.

### 3.3.3. Purchasing

Purchasing decisions and third party contracts should be made and executed by an employee who does not have a conflict of interest with the vendor or third party, as outlined in the [026 Procurement Policy](#).

Employees with any such conflicts shall recuse themselves from decisions about vendor selection and contract negotiation. If no viable alternative exists, the employee's supervisor may work with the Finance department to determine an appropriate course of action for pursuing the contract.

## 4. Procedures

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### 4.1. Managing and Reporting Organizational Conflicts of Interest

Each potential contract, grant, cooperative agreement, proposal, or other transaction between Arbor Research and an external entity providing funding for a project (collectively, “**Contract**”) is evaluated for a potential OCI by the Arbor Research Compliance Officer, as outlined in the [Identifying and Managing Organizational Conflicts of Interest](#) procedure. The Compliance Officer will provide additional review of potential organizational conflicts of interest in the event of a change in the status with awarded contracts and grants. Employees are responsible for promptly reporting any past, present, or potential OCI to the Compliance Officer.

### 4.2. Managing and Reporting Individual Conflicts of Interest

#### 4.2.1. Disclosures

Arbor Research will comply with all requirements for disclosure of conflict of interest matters, including any noncompliance violations, as outlined in the respective federal, state, or local government regulations or in the appropriate funding contract. The Compliance Officer will review all statements within 45 days of receipt. When applicable, the Compliance Officer or the Compliance Oversight Committee will disclose all conflicts of interest, including potential bias in research design, to impacted parties, including funding agencies, business partners, or vendors.

Arbor Research employees will be required to submit an Employee Conflict of Interest Statement within 30 days of their **date of hire** and annually thereafter, and at any applicable time defined below:

- prior to the application or proposal submission for funded research, for employees named as key personnel as required by submission or at the discretion of the Compliance Officer
- within 30 days of discovering or acquiring a new significant financial interest or conflict of interest
- prior to entering an actual or potential conflict of interest
- within 30 days of a substantial change in the employee’s organizational responsibilities

Individuals acknowledge that information relating to their significant financial interests and/or personal conflicts of interest may be disclosed to third parties as part of Arbor Research’s compliance with federal regulations or contractual agreements.

#### *Stipends and Honoraria*

All honoraria, speaking fees, or stipends, received by the employee regardless of the amount, must be disclosed to the Compliance Coordinator for review prior to accepting the payment. When disclosure is not possible prior to accepting the payment, the individual shall report the payment immediately upon receipt. Honoraria, speaking fees, or stipends received by the employee’s family members must also be disclosed using the [Employee Conflict of Interest Statement](#) at the time points noted above.

#### 4.2.2. Management Plans

Upon disclosure, the Compliance Officer will gather information to determine whether an actual or perceived **individual conflict of interest**, including a financial or personal conflict of interest (collectively, “conflict of interest”), exists and whether it can be reasonably managed. The Compliance Officer may ask the employee in question or other individuals to provide additional information or documentation. There are three possible outcomes for such disclosure evaluations: the disclosure is not an actual

conflict; the disclosure is a conflict that cannot be managed; or the disclosure is a conflict that can be managed via a Management Plan.

*Not an actual conflict:*

The Compliance Officer may determine that the disclosure is not an actual conflict. Documentation of that decision is kept by the Managerial Compliance Committee (see Record Keeping).

*Conflict that cannot be managed:*

The Compliance Officer may determine that the disclosure is a conflict but cannot be reasonably managed and direct the individual to terminate the interest (e.g., business relationship, equity, etc.) creating the conflict of interest.

*Conflict that can be managed:*

If the Compliance Officer concludes that the disclosure is a conflict that can be managed, the Compliance Officer will create, implement, and monitor a management plan for the employee in question. The management plan includes:

1. The role and principal duties of the conflicted employee as it pertains to the conflicted area and/or research project;
2. Conditions of the management plan;
3. Procedures to safeguard objectivity in the conflicted area and/or research project;
4. Confirmation of the employee's agreement with the management plan; and
5. Procedures for monitoring compliance.

Management plans may be shared with the employee's manager, since the disclosures and/or conditions of the plan could affect the performance of the employee's organizational responsibilities.

Management plans are reviewed by the Compliance Officer at least annually. Individuals with active management plans may request that the Compliance Officer review the management plan at any time. Management plans may only be terminated when the Compliance Officer determines that the conflict of interest no longer exists, or the employee's employment with Arbor Research has ended. Individuals may appeal to the Compliance Oversight Committee. Decisions of the Compliance Oversight Committee are binding and final.

Individuals who have management plans at other institutions or entities must notify the Compliance Officer of the plan and the relevant conflict of interest if it relates to the mission or activities of Arbor Research.

#### 4.2.3. Statement of Values and Code of Ethics

Arbor Research maintains an open door policy as outlined in the 021 Statement of Values and Code of Ethics. Any employee who has reason to believe another employee has a conflict of interest should direct this concern to the appropriate individual or anonymously report compliance violations or unethical behavior by calling the compliance hotline, as identified in the Code of Ethics Reporting procedure. Such reports are protected by the 021 Statement of Values and Code of Ethics, and can be made without risk of retaliation.

### 4.3. Record Keeping

Arbor Research will maintain records of all disclosures and actions taken by the organization to identify, disclose, and manage conflicts of interest. Records will be maintained by the Compliance Coordinator, which will take reasonable steps to preserve the confidentiality of personal information revealed as part of the process. However, nothing limits the right of Arbor Research to disclose information relating to conflicts of interest that it determines it must disclose or is otherwise in the best interests of the organization to disclose.

All records will be kept for at least three years after the final project report submission, project end date, or termination of employment.

### 4.4. Compliance Training

Compliance with this policy is a condition of employment. All Arbor Research employees must complete conflict of interest training upon hire and annually thereafter, or at such times as required by Arbor Research.

Arbor Research shall provide lists of acceptable conflict of interest training, which currently includes programs sponsored by Arbor Research, the National Institutes of Health (NIH), and the Collaborative Institutional Training Initiative (CITI).

## 5. Enforcement

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Any individual found to have violated this policy or any of its associated policies, procedures or processes may be subject to disciplinary action, up to and including termination of employment.

## 6. Definitions/Roles

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### 6.1. Definitions

1. **Arbor Research website:** presently defined as [www.ArborResearch.org](http://www.ArborResearch.org)
2. **Biased ground rules:** where an organization, as part of its performance of a government contract, has set (or is in a position to set) the ground rules for another government contract
3. **Conflict of commitment:** when an individual engages in external activities or assumes external commitments that may compromise his or her ability to fulfill his or her organizational responsibilities
4. **Contract:** potential contract, grant, cooperative agreement, proposal, or other transaction between Arbor Research and a funding sponsor
5. **Date of hire:** effective date of an individual's employment with Arbor Research
6. **Family member:** spouse, domestic partner, significant other, sibling, parent, child, or other member of the individual's household
7. **Financial conflict of interest:** a significant financial interest, as defined by [U.S. Department of Health and Human Services Final Rule on Financial Conflicts of Interest](#) and the associated

sections of [42 CFR Part 50, Subpart F](#) and [45 CFR Part 94](#), that could directly and significantly affect the design, conduct, or reporting of Arbor Research projects

8. **Full time equivalent (FTE):** an employee's level of full time employment
9. **Immediate family member:** spouse, domestic partner, significant other, or child
10. **Impaired objectivity:** where the judgment and objectivity of an organization working under a government contract might be impaired because of other substantive activities or financial or other interests of the organization that may be aided by the organization's work for the government
11. **Individual conflict of interest:** a reportable financial or individual interest that could directly or significantly affect an employee's ability, either in actuality or in appearance, to fulfill his or her organizational responsibilities; or could result in a personal or family member's gain or advancement at the expense of Arbor Research; or could directly or significantly affect, either in actuality or in appearance, Arbor Research organizational processes including the conduct, review, or oversight of research
12. **Investigator:** the project director or principal investigator and any other person, regardless of title or position, who is responsible for the design, conduct, or reporting of **public health service funded research**, or proposed for such funding, which may include collaborators or consultants
13. **Organizational conflict of interest:** where an organization, because of its other activities, is unable (or potentially unable) to render impartial assistance or advice, or where its judgment or objectivity is (or might be) impaired, or where it is in a position to gain an unfair competitive advantage through unequal access to nonpublic information
14. **Organizational responsibilities:** an employee's Arbor Research professional responsibilities, as outlined in his or her job description, and decision making authority
15. **Personal conflict of interest:** a situation in which an employee has a financial interest, personal activity, or relationship, as defined by [Federal Acquisition Regulation Part 3](#), which could impair the employee's ability to act impartially and in the best interest of the Government when performing under the contract.
16. **Public health service funded research:** any research funded wholly or in part by a contract or grant from the Public Health Service sector of the US Department of Health and Human Services
17. **Reportable financial interest:** any financial interest of the employee (and in some instances those of the employee's family members) as defined in the Employee Conflict of Interest Statement.
18. **Reportable individual interest:** any individual interest of the employee as defined in the Employee Conflict of Interest Statement, including conflicts of commitment and personal relationships that may, or may appear to, impair the employee's ability to act impartially and in the best interest of Arbor Research and its service to the funder.

19. **Significant financial interest:** any financial interest, as defined by [U.S. Department of Health and Human Services Final Rule on Financial Conflicts of Interest](#) and the associated sections of [42 CFR Part 50, Subpart F](#) and [45 CFR Part 94](#). The interests may include equity holdings or equivalent, intellectual property rights and interests, payments for events such as consulting, advisory board membership, speaker's bureaus, honoraria, or reimbursed or sponsored travel.
20. **Unequal access to information:** where an organization has access to nonpublic information as part of its performance of a government contract and such information may provide the organization with a competitive advantage in a later competition for a government contract

## 6.2. Roles

1. **Compliance Officer:** an individual designated by the Compliance Oversight Committee to oversee the implementation and day-to-day operations of the organization's compliance program
2. **Compliance Oversight Committee:** a committee of the Board of Directors assigned to build and sustain a successful compliance program for the organization, appoint and oversee the Compliance Officer, coordinate an independent compliance program audit, and oversee disclosures and communications to appropriate entities
3. **Managerial Compliance Committee:** a committee appointed by the Compliance Officer to perform day-to-day operations of the compliance program

## 7. References

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Per narrative.

## 8. Standard/Metrics

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This policy and its associated procedures shall be reviewed annually or as required, not to exceed 365 days between reviews. In addition, these documents are in support of the Arbor Research Compliance Program, which is subject to an annual internal audit.