## TSC Alliance Conflict of Interest Policy

## *Approved by the TSC Alliance Board of Directors on October 4, 2019*

Article I

PURPOSE

The purpose of the Conflict of Interest Policy is to protect the interests of the TSC Alliance (“TSC Alliance” or “Organization”) when it is contemplating entering into a transaction or arrangement that might benefit the private interests of an officer, director, or employee of the Organization. It is also to ensure the transparency of the Organization’s processes in all decision-making, in accordance with its mission and vision. This policy is intended to supplement, but not replace any applicable state, federal, and local laws governing conflicts of interest applicable to nonprofit and charitable organizations.

Article II

DEFINITIONS

1. Responsible Party. Any director, officer, member of a Committee with Board delegated powers, or employee of the TSC Alliance will be considered to be a Responsible Party.

2. Financial Interest. A person has a Financial Interest if the person has, directly or indirectly, through business, investment, or a Family Member:

a. An ownership or investment interest in any entity with which the TSC Alliance has a transaction or arrangement; or

b. A compensation arrangement with the TSC Alliance or with any entity or individual with which the TSC Alliance has a transaction or arrangement; or

c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the TSC Alliance is seeking to do business or is negotiating a transaction or arrangement.

Examples would include research awards under consideration for an individual or the individual’s institution; contracts for goods and services supplied to the Organization, such as the TSC Natural History Database and Biosample Repository, or property transactions which may or may not be in the Organization’s best interests.

A Financial Interest is not necessarily a conflict of interest. A person who has a Financial Interest may have a conflict of interest only if the Board Executive Committee decides that a conflict of interest exists.

3. Compensation. This includes direct and indirect remuneration as well as gifts, favors and entertainment.

4. Family Member. A spouse, domestic partner, parent, sibling, child or spouse of a sibling or child is considered to be a Family Member of a Responsible Party.

5. Disciplinary and Corrective Action. For failure to disclose actual or possible conflicts of interest, the Executive Committee may take appropriate disciplinary and corrective action that may include temporarily suspending or permanently relieving the individual of his or her responsibilities for the Organization.

Article III

PROCEDURES

1. Duty to Disclose. Annually each Responsible Party will receive notice of the Organization’s Conflict of Interest Policy and will be asked to complete and sign an Annual Conflict of Interest Statement, which will be reviewed by the Governance Committee. In connection with any actual or possible conflict of interest, a Responsible Party must disclose the existence of the Financial Interest and be given the opportunity to disclose all material facts to the Governance Committee or the Committee with Board delegated powers that is considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists. After disclosure of the Financial Interest and all material facts, and after discussion with the Responsible Party, he/she shall leave the Board or Committee meeting while the determination of the conflict of interest is discussed and voted upon. The remaining Board or Committee members shall decide if a conflict of interest exits.

3. Procedures for Addressing the Conflict of Interest.

If a Board member, the Board member’s Family member, or the Board member’s organization or institution holds an interest in a proposed transaction with the organization in the form of a significant financial interest in the transaction, he or she must make full disclosure of such interest before any discussion of such transaction takes place.

a. The Responsible Party may make a presentation at the Board or Committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on the transaction or arrangement that may be a conflict of interest.

b. The Board or Committee Chair may at his or her discretion choose to appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

c. After exercising due diligence, the Board or Committee may determine if the TSC Alliance can obtain a more advantageous transaction or arrangement with reasonable efforts from a person or entity that would not give rise to a conflict of interest.

d. If a more advantageous transaction or arrangement is not reasonable attainable under circumstances that would not give rise to a conflict of interest, the Board or Committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization’s best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflict of Interest Policy. If the Governance Committee finds that a Responsible Party has failed to disclose actual or possible conflicts of interest, it shall inform the Executive Committee and the individual of the basis for reaching that conclusion and afford the individual an opportunity to explain the alleged failure to disclose. If, after hearing the response of the individual and making any additional investigation, the Committee concludes that there was a failure to disclose the conflict of interest, the Executive Committee may take appropriate disciplinary and corrective action.

Article IV

RECORDS OF PROCEEDINGS

1. If, during the course of the year a potential conflict of interest arises that has not previously been disclosed, the Board member will make written notice of that potential conflict of interest and recuse him or herself from any discussions or votes in connection with the issue identified. Any time a member is recused from discussion on an issue, the minutes of committee meetings or Board meetings will duly record such actions.

2. The minutes of the Board or Committee shall contain the names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection therewith.

Article V

COMPENSATION

1. A voting member of the Board or Committee who receives compensation, directly or indirectly, from the TSC Alliance for services rendered is precluded from voting on matters pertaining to that member’s compensation.

**TSC Alliance**

**Annual Conflict of Interest Statement**

To be completed by all members of the Board of Directors, Endowment Fund Board of Directors, Board Officers, member of a Committee with Board delegated powers and Employees

1. Name:\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ Date: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

2. Position:

Are you a member of the TSC Alliance Board or Endowment Fund

of Directors? Yes No

Are you an Officer? Yes No

If you are an Officer, what position do you hold? \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Are you a member of a Committee with Board delegated powers? Yes No

Are you an employee of the TSC Alliance? Yes No

3. Affirmations:

I hereby affirm the following:

I have received a copy of the TSC Alliance Conflict of Interest Policy. \_\_\_\_\_\_\_(initial)

I have read and understand the Policy. \_\_\_\_\_\_\_(initial)

I agree to comply with the Policy. \_\_\_\_\_\_\_(initial)

4. Disclosures:

a. Do you have any Financial Interest (prior, current or potential), including any compensation arrangement, as defined in the TSC Alliance Conflict of Interest Policy? Yes No

i. If yes, please describe this Financial Interest:

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

b. Please describe any other relationships, positions, or circumstances that you believe could constitute possible forms of Conflict of Interest not otherwise addressed above. If the answer is none, please write the word “None” in the lines provided.

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

I hereby certify that the information provided above is true and complete to the best of my knowledge. I have reviewed and agree to abide by the TSC Alliance Conflict of Interest Policy in effect as of today’s date.

Signature of Responsible Person: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_Date \_\_\_\_\_\_\_\_\_

Date Reviewed by the Governance Committee: \_\_\_\_\_\_\_\_\_\_\_\_\_