BIGELOW LABORATORY FOR OCEAN SCIENCES
(THE "LABORATORY")

CONFLICTS-OF-INTEREST/CONFLICTS-OF-COMMITMENT POLICY
FOR LABORATORY RESEARCHERS

This Policy applies to all Laboratory Senior Research Scientists ("SRSs"), research staff members and post-doctoral research scientists. Laboratory SRSs, research staff members and post-doctoral research scientists will be collectively referred to herein as "Laboratory Researchers," unless referenced separately as required.

The Laboratory's Executive Director is responsible for interpretation and overall coordination of this Policy. This Policy will be modified as necessary to be in compliance with outside agencies.

GENERAL PRINCIPLES

Conflicts-of-Interest

A conflict-of-interest occurs when there is a divergence between an individual's private interests and their professional obligations to the Laboratory such that an independent observer might reasonably question whether the individual's professional actions or decisions are determined by considerations of personal gain, financial or otherwise. A conflict-of-interest depends on the *situation* or the *perception of the situation* and not on the character or actions of the individual.

Conflicts-of-interest are common and practically unavoidable in a modern research institution. At the Laboratory, conflicts-of-interest can arise out of the fact that a mission of the Laboratory is to promote public good by fostering the transfer of knowledge gained through the Laboratory's ocean research and educational activities to the private sector. The primary means for accomplishing this mission is the commercialization of technologies derived from the Laboratory's research. A secondary means is consulting activities. In either situation, it is appropriate that Laboratory Researchers be rewarded for their participation in these activities through sharing in cash royalties/equity resulting from the commercialization of their work or through compensation for consulting activities. It is wrong, however, for an individual's actions or decisions made in the course of their Laboratory-related activities to be determined by considerations of personal financial gain. Such behavior calls into question the professional objectivity and ethics of the individual and it also reflects negatively on the Laboratory. The Laboratory is an institution of public trust; Laboratory Researchers must respect that status and conduct their affairs in ways that will not compromise the integrity of the Laboratory.

Laboratory Researchers should conduct their affairs so as to avoid or minimize conflicts-of-interest and must respond appropriately when conflicts-of-interest arise. To that end, the purposes of this Policy are to educate Laboratory Researchers about situations that generate conflicts-of-interest, to provide means for Laboratory Researchers and the Laboratory's senior officers to manage conflicts-of-interest, to promote the best interests of the Laboratory and to describe situations that are prohibited. Every Laboratory Researcher has an obligation to become familiar with, and abide by, the provisions of this Policy. If a situation raising questions of conflict-of-interest or conflict-of-commitment arises, then the affected Laboratory Researcher is required to discuss the situation with the Laboratory's Executive Director.

Conflicts-of-Commitment

Laboratory Researchers owe their primary professional allegiance to the Laboratory and their primary commitment of time and intellectual energies should be to the ocean research and educational programs of the Laboratory. The specific responsibilities and professional activities that constitute an appropriate and primary commitment should be based on a general understanding between Laboratory Researchers, the Laboratory's Executive Director and the Laboratory's Board of Trustees.

Even with such understandings in place, however, attempts of Laboratory Researchers to balance their Laboratory responsibilities with outside activities - such as consulting - can result in conflicts regarding allocation of time and energies. Conflicts-of-commitment usually involve issues of time allocation between the individual's Laboratory-related responsibilities and responsibilities related to the outside activities.

SUMMARY

Below is a summary of the key provisions of this Policy. Laboratory Researchers are urged to read this Policy in its entirety to fully understand the spirit of these provisions, the *bona fide* exceptions and requirements for compliance.

1. Laboratory Researchers must maintain a significant physical presence on the Laboratory's campus throughout their employment by the Laboratory.

2. Laboratory Researchers must not allow other professional activities to detract from their primary allegiance to the Laboratory. For example, a full-time Laboratory SRS must not, without prior authorization have significant outside managerial responsibilities nor act as a lead investigator on sponsored projects that could be conducted at the Laboratory, but instead are submitted and managed through another institution.

3. Laboratory SRSs must foster an atmosphere of academic freedom by promoting the open and timely exchange of results of scholarly activities, ensuring that their advising of post-doctoral researchers is independent of personal commercial interests and informing their research staff members, post-doctoral researchers, SRS colleagues and collaborators about outside obligations that might influence the free exchange of scholarly information between them and research staff members, post-doctoral researchers, SRS colleagues and collaborators.

4. Laboratory Researchers may not use Laboratory funds or resources, including facilities, personnel, equipment or confidential information, except in a purely incidental way, as part of their outside consulting activities or for any other purposes that are unrelated to the ocean research, education and public service missions of the Laboratory.

5. Pursuant to the Laboratory's Intellectual Property Policy and its Policy on Innovation Disclosure, Laboratory Researchers must prepare and submit on a timely basis an innovation disclosure for each innovation (potentially-patentable or not), tangible research property, trademark and copyrightable work, including software conceived or first actually reduced to practice in whole or in part in the course of their Laboratory employment. Ownership of such innovations must be assigned to the Laboratory regardless of the source of funding. Creator(s)/author(s) will share in cash royalties/equity earned pursuant to the Laboratory's Innovation Commercialization Cash Royalty/Equity Distribution Policy.

6. Laboratory Researchers must disclose to the Laboratory whether they (or members of their immediate family, as defined below) have pre-existing consulting or employment relationships with and/or significant financial interests in (also defined below) an outside entity before the Laboratory will approve the following proposed arrangements involving them between such entities and the Laboratory: (a) gifts; (b) sponsored projects; (c) technology licensing arrangements; and (d) certain procurements. In such cases, approval by the Laboratory's Executive Director will be required prior to entering into each proposed arrangement.

7. In situations in which the objectivity of a Laboratory Researcher could reasonably be questioned, the Laboratory's Executive Director should defer to the conflict-of-interest/conflict-of-commitment management policy and associated procedures of the relevant public funding agency or, in the case of a private funding situation, consider establishing an independent oversight committee to take steps including (but not limited to) the following: to review the appropriateness of the proposed research to be conducted at the Laboratory, to oversee the conduct of the research and to ensure open and timely dissemination of the research results.

8. On an annual basis, all Laboratory Researchers must certify to the Laboratory's Executive Director their compliance with this Policy. They must also disclose information about their (and their immediate family members', as described below) financial relationships with outside organizations that are sponsors of their research or educational programs or are otherwise involved in current, proposed or pending financial relationships with the Laboratory that involve the Laboratory Researcher. In addition, Laboratory Researchers must disclose to the Laboratory's Executive Director, on an *ad hoc* basis current, proposed or pending situations that may raise questions of conflict-of-interest or conflict-of-commitment, as soon as the Laboratory Researcher becomes aware of such situations.

9. The Laboratory's Executive Director shall establish procedures to ensure timely review of the Laboratory's annual and *ad hoc* disclosures of potential or apparent conflicts, and to ensure the appropriate management of such conflicts. Such procedures may involve representatives from the Laboratory's Board of Trustees as part of a reviewing body.

10. The Laboratory's Executive Director shall approve all plans for implementing this Policy, interpret Policy provisions in consultation with the Laboratory's Board of Trustees, respond to any Laboratory Researcher wishing to appeal a Policy-related decision and report to the Laboratory's Board of Trustees annually on the status of this Policy and its implementation.

11. Should a Laboratory Researcher wish to appeal a decision made by the Laboratory's Executive Director, they may present the appeal to an *ad hoc* committee to garner a resolution recommendation for the Laboratory's Executive Director. The committee may include other SRS(s), Laboratory research staff member(s), senior Laboratory administrator(s) and/or individual(s) not otherwise affiliated with the Laboratory, as long as none of them has vested interests in the outcome of the proposed arrangement.

DETAILED DISCUSSION

1. PRESENCE ON THE LABORATORY'S CAMPUS

A. Appointment as an SRS confers the privilege and obligation to pursue research and education. In addition, SRSs are expected to participate in Laboratory governance, in the formulation of research and education policy and in the determination of the intellectual directions and research priorities of the Laboratory. Fulfillment of these obligations requires a primary commitment of expertise, time and energy.

B. A full-time appointment conveys an obligation for an SRS to have a significant physical presence on the Laboratory's campus, to be accessible to their research staff member(s) and post-doctoral research scientist(s) and to be available to interact with their SRS colleagues, the Laboratory's administrative staff and collaborators throughout their employment by the Laboratory, unless the Laboratory's Executive Director has granted specific prior approval for extended or frequent absences from the Laboratory's campus. Because requirements for open-ocean research voyages and other valid reasons for absence from the Laboratory's campus differ across the Laboratory, SRSs, in consultation with the Laboratory's Executive Director, should define for their respective scientific Laboratories what qualifies as inappropriate, extended or frequent absences.

2. LIMITATIONS ON OUTSIDE PROFESSIONAL ACTIVITIES

A. The Laboratory encourages Laboratory Researchers to become involved in the transfer of knowledge from the Laboratory into the commercial marketplace. It is an appropriate role for the Laboratory to facilitate the transfer of the knowledge gained through academic research to applications that can benefit the general population. Moreover, experience gained by Laboratory Researchers in the course of outside professional activities can enhance their research or scholarship within the Laboratory. But the process of technology transfer can create the potential for conflicts-of-interest and/or conflicts-of-commitment particularly when there is opportunity for personal gain on the part of the Laboratory Researcher. The intent of this provision of the Policy is to minimize these conflicts and provide means of managing them when they arise.

B. An implicit assumption underlying the Laboratory's Policy on Outside Consulting Activities is that such outside professional activities are a privilege permitted by the Laboratory and not a right and must not detract from a Laboratory Researcher's full-time obligation to their Laboratory-related duties. When any outside activity detracts from the conduct of such Laboratory duties, a conflict-of-commitment will result.

C. Outside professional activities can also generate conflicts-of-interest regardless of the time involved. For example, direction of a program of research or scholarship at another institution that could be conducted appropriately at the Laboratory as part of the SRS's normal duties can deprive their SRS colleagues, research staff member(s), post-doctoral research scientist(s), the Laboratory's administrative staff and collaborators of the benefits of the SRS's primary intellectual energies. Another example is submitting research proposals through channels other than the Laboratory to support work that could be performed at the Laboratory. First, the use of Laboratory resources in the course of that work is practically unavoidable. Second, it becomes difficult, if not impossible, for the Laboratory to review and reward the contributions of SRSs for work managed and/or conducted elsewhere. Third, the action can result in situations that place research staff member(s) and post-doctoral research scientist(s) in conflicts-of-interest. For these reasons, SRSs, during their employment by the Laboratory, *may* serve as investigators on sponsored projects submitted and managed through other institutions if and only if such service is pre-approved by the Laboratory's

Executive Director. This stipulation is not intended to limit SRSs from participating in multi-site training or research programs. Nor is it intended to apply to circumstances in which the SRS's research requires access to facilities not available at the Laboratory.

D. Significant management roles (those that involve supervision of the work of others and/or day-to-day responsibility for operating decisions) in private business typically are demanding both in terms of time and energy. Since full-time SRSs are expected to devote their primary energies and professional interests to their Laboratory-related obligations, they may not accept significant managerial responsibilities as part of outside consulting activities.

E. Whenever Laboratory Researchers are involved in research as part of outside consulting or business activities, they must establish clear boundaries that separate their Laboratory and outside obligations, so as to avoid questions about their appropriate use of resources and attributions of products of their work.

3. FREE AND OPEN EXCHANGE OF RESEARCH RESULTS

A. The integrity of the Laboratory as a community of scholars requires the free and open exchange of ideas and the results of research activities. SRSs are obligated to maintain an atmosphere free from unwarranted outside influences. Laboratory research staff members, post-doctoral research scientists and collaborators must be able to pursue topics of interest, have access to available information and facilities and be able to communicate the results of their work to other scholars and the public.

Therefore, SRSs must ensure that:

1. The results of research or scholarship undertaken at the Laboratory are disseminated on an open and timely basis to the broader scholarly community and public in keeping with the Laboratory's Openness in Research Policy;

2. The academic activities of research staff members and post-doctoral research scientists are free from the personal commercial interests of the SRS; and

3. The work of Laboratory research staff members, post-doctoral research scientists and collaborators is not exploited in the course of an SRS's outside obligations. To this end, SRSs should be open about their involvements with and obligations to outside third parties who could benefit from the work or ideas of Laboratory research staff members, post-doctoral research scientists and collaborators. Similarly, Laboratory research staff members, post-doctoral research scientists and collaborators should have access to information about the sources of funds that support their research.

4. APPROPRIATE USE OF LABORATORY RESOURCES, INCLUDING FACILITIES, PERSONNEL, EQUIPMENT AND CONFIDENTIAL INFORMATION

Unless authorized to do so by the Laboratory's Executive Director, SRSs may not use Laboratory resources, including facilities, personnel, equipment or confidential information, except in a purely incidental way as part of their outside consulting activities or for any other non-Laboratory purposes. Inappropriate use of Laboratory resources includes the following:

(i) Assigning a Laboratory research staff member or post-doctoral research scientist Laboratory-related tasks for purposes of potential or real financial gain of an SRS rather than the advancement of the scholarly field or the post-doctoral research scientist's educational needs.

(ii) Involvement of a Laboratory research staff member or post-doctoral research scientist in an SRS's outside consulting or business activities without prior approval of the Laboratory's Executive Director.

(iii) Granting access to outside entities to Laboratory resources or services for purposes outside the Laboratory's missions or offering inappropriate favors to outside entities in an attempt to unduly influence them in their dealings with the Laboratory.

(iv) Using for personal gain, or granting unauthorized access to others, of confidential information acquired through conduct of Laboratory business or research activities. Confidential information includes, but is not limited to, personnel or security records of individuals; proprietary knowledge about corporate anticipated material requirements or price actions; and proprietary knowledge about forthcoming programs or selection of contractors or sub-contractors in advance of official announcements.

(v) Providing preferential access to research results, materials or products generated from the Laboratory's ocean research or educational activities or providing preferential access to the Laboratory's specialized equipment, core service facilities (such as the Provasoli-Guillard National Center for the Cultivation of Marine Phytoplankton or the Single-Cell Genome Center, etc.), library or information technology infrastructure to an outside entity *for personal financial gain*. This would not preclude appropriate fee-for-service arrangements, licensing arrangements for inventions or consulting during a Laboratory-related sponsored project where there is significant additional work or expertise involved.

5. DISCLOSURE AND OWNERSHIP OF INNOVATIONS

A. The Laboratory encourages Laboratory Researchers to be involved in innovation commercialization as part of their Laboratory duties without raising questions as to their motives. However, Laboratory Researcher ownership of innovations conceived or actually reduced to practice during their Laboratory employment and/or with use of Laboratory funds, facilities, equipment or other resources administered by the Laboratory creates a financial conflict-of-interest. First, most ocean research and educational activities conducted at the Laboratory have been supported directly and/or indirectly by numerous funding sources with which the Laboratory has entered into contractual agreements. It is the responsibility of the Laboratory to honor the terms of those contractual agreements regarding commercialization of results of the work they sponsored. For Laboratory Researchers to decide ownership of innovations based on source of support when they stand to gain financially from such decisions constitutes a serious financial conflict-of-interest. Second, for Laboratory Researchers to claim ownership of an innovation conceived or actually reduced to practice during their Laboratory employment and/or with use of Laboratory funds, facilities, equipment or other resources administered by the Laboratory calls into question whether they are using their Laboratory employment or Laboratory resources for personal financial gain. Third, the opportunity for a Laboratory Researcher to assume ownership of an innovation and then grant exclusive access to it to a sponsor or potential sponsor of their Laboratory research creates an incentive for inappropriate relationships. SRSs are expected to exercise scientific objectivity in the conduct of research and guidance of Laboratory research staff members, post-doctoral research scientists and collaborators. To the extent that the financial interests of an SRS and an external sponsor become intermingled, the scientific objectivity of the SRS can be called into question.

B. To manage and minimize conflict over innovations (potentially-patentable or not), tangible research property, trademarks and copyrightable works, including computer software, conceived or first actually reduced to practice during their Laboratory employment and/or with the use of Laboratory funds, facilities, equipment or other resources administered by the Laboratory, all such innovations must be disclosed to the Laboratory on a timely basis. Ownership of such innovations is ***immediately assigned*** to the Laboratory regardless of the source of funding. The Laboratory's management of the commercialization of innovations developed by Laboratory employees or with the use of Laboratory funds, facilities, equipment or other resources administered by the Laboratory guarantees that contractual obligations to sponsors are fulfilled. That is, the Laboratory's management of innovation commercialization activities via its Office of Corporate Alliances and Technology Transfer (CATT) reduces the potential for *individual* conflicts-of-interest or conflicts-of-commitment, since CATT represents the Laboratory at an *institutional* level and does not participate in making ocean research or education decisions.

C. In this context, tangible research property includes biological materials; *however*, the term does not, include books, scholarly articles and other forms of educational media, title to which remains with the creator(s)/author(s). In accord with academic tradition, except to the extent required by the terms of funding agreements, the Laboratory does not claim ownership to pedagogical or scholarly works, regardless of their form of expression. Such works may represent the personal or scholarly beliefs of the author. The protection of academic freedom of Laboratory Researchers requires that the Laboratory not attempt, nor have the right, to control the content or distribution of such works. An additional consideration is that the Laboratory does not wish to accept liability for a Laboratory Researcher's works that are individual forms of expression. *However*, it must be acknowledged that if significant Laboratory funds or resources are involved in producing teaching materials or if there were contractual requirements to produce teaching materials, e.g., Colby College's January Program, then the Laboratory shall own the teaching materials via written copyright assignment from the author(s) and shall be responsible for dissemination decisions.

D. Ownership of computer software requires special consideration. Some forms of software are patentable and, as such, must be assigned to the Laboratory. Other forms of software are more like academic works in that they are digital expressions of scholarly or educational works, in which title rests with the creator(s)/author(s). Rights to software that is not patentable rest with the individual creator(s)/author(s) *except* in the following circumstances: the work is supported by a direct allocation of funds through the Laboratory for the pursuit of a specific project, is commissioned by the Laboratory (a "work-for-hire") or is otherwise subject to contractual obligations. The creator(s)/author(s) shall jointly own title to software created jointly; *provided*, *however*, that the creator(s)/author(s) are aware that the creation, upgrade or maintenance of commercializable software, when done as part of a creator(s)'/author(s)' Laboratory-related activities, can lead to the same types of conflicts-of-interest and/or conflicts-of-commitment as potentially-patentable innovations. It is the responsibility of the creator(s)/author(s) to avoid such conflicts. One recommended way of doing so is to voluntarily assign copyright ownership to the Laboratory.

E. When the Laboratory is successful in the commercialization of an innovation created by Laboratory Researcher(s), the Laboratory Researcher(s) will share in cash royalties/equity earned under the terms of the Laboratory's Innovation Commercialization Cash Royalties/Equity Distribution Policy.

6. LABORATORY RESEARCHER INVOLVEMENT IN TRANSACTIONS BETWEEN OUTSIDE ENTITIES AND THE LABORATORY

A. A Laboratory Researcher's involvement in gifts, sponsored projects, innovation commercialization or certain procurement arrangements between the Laboratory and an outside entity, where the involved Laboratory Researcher (or members of their immediate family, which includes the Laboratory Researcher's spouse or dependent children as determined by the Internal Revenue Service, or a domestic partner) has any pre-existing consulting or employment relationships with, and/or significant financial interests in, that outside entity, raises particular questions of potential or apparent conflicts-of-interest; such situations require special *ad hoc* disclosures, review and approval.

For this purpose, "***significant financial interests***" in an outside entity means:

(i) any current or pending ownership interests (including shares, partnership stake or derivative interests such as stock options) in a privately-held entity (e.g., in a "start up" company);

(ii) any current or pending ownership interests (including shares, partnership stake or derivative interests such as stock options) in a publicly-traded entity, amounting to at least one-half percent (0.5%) of that publicly-traded entity's total equity or at least $5,000 in private ownership interests (*except when the ownership interest is managed by a third party such as a mutual fund*); or

(iii) any income cumulatively amounting to at least $5,000 per year (other than from employment, consulting or ownership interests as covered above or from Non-Compensated Professional Activities as that term is defined in Exhibit A) - including, for example, honoraria received from private entities, or licensing or royalty income.

Additionally, Laboratory Researchers seeking funding from an outside sponsor must ensure compliance with that sponsor's disclosure requirements.

B. Prior to the Laboratory entering into any of the following arrangements, the involved Laboratory Researcher must submit to the Laboratory's Executive Director a complete written disclosure of their (or their immediate family member's) pre-existing consulting or employment relationship with, and/or significant financial interest in the outside entity, the nature of the proposed transaction and the means by which the Laboratory Researcher will ensure separation of their Laboratory-related role from their (or their family members, as described above) role or interests in the company:

(i) Gifts to the Laboratory of cash or property which will be under the control, or will directly support the teaching or research activities of a Laboratory Researcher from an outside entity in which that Laboratory Researcher (or members of their immediate family as described above) has a pre-existing consulting or employment relationship with, and/or in which they have significant financial interests (as defined above);

(ii) Sponsored project proposals in which any of the involved Laboratory Researchers (or members of their immediate families as described above) have a pre-existing consulting or employment relationship with, and/or significant financial interests in the proposed sponsor, or with proposed subcontractors, vendors or collaborators;

(iii) Laboratory technology licensing arrangements with companies for which a Laboratory inventor (or members of their immediate family as described above) has a pre-existing consulting or employment relationship with, and/or in which they have significant financial interests; and

(iv) Sole-source procurement of materials or services from an outside entity or procurements involving a privately-held entity where the Laboratory Researcher involved in the procurement (or members of their immediate family as described above) has a pre-existing consulting or employment relationship with, and/or significant financial interests in, the proposed supplier. The Laboratory's procurement (purchasing) guidelines and procedures govern the procurement of materials and services by the Laboratory, e.g., submission of a Sole Source/Proprietary Request Justification form, etc.

C. Common sense must prevail in the interpretation of these provisions; that is, no matter what dollar amounts are involved. If an independent observer might reasonably call into question whether the individual's professional actions or decisions are determined by (or are perceived to be determined by) considerations of personal gain, then the pre-existing relationship should be disclosed and approval sought for the proposed transaction.

D. When such proposed arrangements are disclosed, the Laboratory's Executive Director, in consultation with the Director of CATT and/or an *ad hoc* committee (see Section 10 below) (as appropriate), shall determine an appropriate resolution for the situation.

7. SITUATIONS RAISING QUESTIONS OF SCIENTIFIC OBJECTIVITY

In cases where the Laboratory has approved arrangements as described in Section 6 above, the scientific objectivity of the Laboratory Researcher's activities may be questioned by reasonable people. To address these situations, oversight committees may be established by the Laboratory's Executive Director to take steps including (but not limited to) the following: to review the appropriateness of the proposed activity, to monitor the conduct of the activity and to ensure open and timely dissemination of the research results.

8. DISCLOSURE REQUIREMENTS; CERTIFICATION OF COMPLIANCE

A. Laboratory Researchers must disclose information about their (and their immediate family members') interests in outside entities that are sponsors of their research or teaching programs, or that are otherwise involved in current, proposed or pending transactions with the Laboratory in which they are involved. Laboratory Researchers must also disclose on an *ad hoc* basis other arrangements with outside entities with which they are involved as described above in Section 6 and Section 7. In addition, SRSs must disclose if they desire to serve as lead investigators or managers of outside research or business activities in their professional fields or if they desire to involve research staff member(s) and/or post-doctoral research scientist(s) in such outside consulting or business activities. SRSs shall supply this information for confidential review by the Laboratory and for such other purposes as are required by law, contract or regulation. Finally, all Laboratory Researchers must certify to the Laboratory's Executive Director on an annual basis their compliance with this Policy.

B. For sake of emphasis and clarity, Laboratory Researchers are required to disclose to the Laboratory's Executive Director on an *ad hoc* basis current, proposed or pending situations that may give rise to questions of conflicts-of-interest and/or conflicts-of-commitment (actual, potential or perceived), as soon as practical after the Laboratory Researcher becomes aware of such situation(s).

C. A "Conflict-of-Interest/Conflict-of-Commitment Disclosure and Certification Form" is available from CATT or the Laboratory's Human Resources Director for use by Laboratory Researchers.

9. RESPONSIBILITIES OF THE LABORATORY'S EXECUTIVE DIRECTOR

A. The Laboratory's Executive Director is responsible for (i) authorizing all consulting relationships and (ii) approving all consulting agreements negotiated by the Laboratory on behalf of Laboratory Researchers.

B. The Laboratory's Executive Director is responsible for the timely collection and review of annual certifications as well as *ad hoc* disclosures, and (in consultation with the Director of CATT and/or an *ad hoc* committee - see Section 10 below) for the management of conflict situations that arise. The Laboratory's Executive Director should use discretion and knowledge of local conditions to set up a system that works well for the Laboratory.

C. The Laboratory's Executive Director will file an annual disclosure and certification of compliance with the Laboratory's Board of Trustees.

10. CONVENING OF AN *AD HOC* COMMITTEE BY THE LABORATORY'S EXECUTIVE DIRECTOR

Should the Executive Director seek to obtain additional input/guidance on a matter arising under this Policy or should a Laboratory Researcher wish to appeal a decision made by the Laboratory's Executive Director, such issues may be submitted to an *ad hoc* committee convened by the Laboratory's Executive Director to garner input/guidance and/or a recommendation. The committee may include other SRS(s), Laboratory research staff member(s), senior Laboratory administrator(s) and/or individual(s) not otherwise affiliated with the Laboratory, as long as none of the committee members has a vested interest in the outcome of the matter being reviewed. *For sake of clarity*, such committee input/guidance and/or recommendations are not meant to be binding on the Laboratory's Executive Director, but rather are meant to be considered in good faith by the Laboratory's Executive Director in making the final decision that revolves the matter under review.

EXHIBIT A - DEFINITIONS

Conflict-of-Interest

A "conflict-of-interest" occurs when there is a divergence between an individual's private interests and their professional obligations to their employer such that an independent observer might reasonably question whether the individual's professional actions or decisions are determined by considerations of personal gain, financial or otherwise. That is, a conflict-of-interest depends on the *situation* or the *perception of the situation* and not on the character or actions of the individual.

Conflict-of Commitment

A "conflict-of-commitment" usually involves issues of time allocation. Whenever an individual's outside activities exceed a permitted limit or whenever an individual's primary professional loyalty is not to their employer, a conflict-of-commitment exists.

Significant Financial Interests

"Significant financial interests" in an outside entity means:

(i) any current or pending ownership interests (including shares, partnership stake or derivative interests such as stock options) in a privately-held entity (e.g., in a "start up" company);

(ii) any current or pending ownership interests (including shares, partnership stake or derivative interests such as stock options) in a publicly-traded entity, amounting to at least one-half percent (0.5%) of that publicly-traded entity's total equity or at least $5,000 in ownership interests (*except when the ownership interest is managed by a third party such as a mutual fund*); or

(iii) any income cumulatively amounting to at least $5,000 per year (other than from employment, consulting or ownership interests as covered above) - including, for example, honoraria received from private entities, or licensing or royalty income.

Non-Compensated Professional Activities

"Non-compensated Professional Activities" means outside activities that extend and enhance a Laboratory Researcher's normal Laboratory responsibilities of teaching, research and service to serving public institutions, educational organizations and professional societies. Laboratory Researchers are encouraged to engage in Non-compensated Professional Activities as long as such activities do not interfere with the Laboratory Researcher's teaching, research, and service responsibilities to the Laboratory. Professional activities are considered non-compensated even though an honorarium may be provided. These activities should be reported following established Laboratory procedures, but need not be approved unless the activity represents a conflict-of-commitment. The following are typical examples of Non-compensated Professional Activities:

1. Occasional lectures, colloquia, and seminars given at colleges, universities, meetings of professional societies and organizations with which the Laboratory Researcher has no research relationship.
2. Preparation of monographs, chapters and editorial services for educational or professional organizations.
3. Peer review of articles and grant proposals.
4. Membership on editorial boards.
5. Service on advisory committees or evaluation panels for government funding agencies (e.g., National Science Foundation study panels), non-profit foundations and educational organizations.
6. Leadership positions in professional societies.
7. Preparation of textbooks and other pedagogical materials.
8. Delivery of continuing professional education.