

FINANCIAL CONFLICT OF INTEREST POLICY

Noble Research Institute, LLC (“Institute”) seeks to ensure the integrity and excellence of its research, and it is the responsibility of all individuals engaged in research at the Institute to discharge their duties accordingly and preserve public trust in the integrity of the Institute. The purpose of this *Financial Conflict of Interest Policy* (“Policy”) is to establish procedures that will provide a reasonable expectation that the design, conduct, and reporting of research will be free from bias resulting from financial conflicts of interest.

Purpose

This Policy is intended to conform to the federal Public Health Service’s regulations regarding financial conflicts of interest (Title 42 Code of Federal Regulations, Part 50, Subpart F, *Promoting Objectivity in Research*) (the “FCOI Regulations”) and the National Science Foundation’s policy (the “NSF Policy”) regarding financial conflicts of interest. Although this Policy is based on the FCOI Regulations and the NSF Policy, this Policy applies to all projects funded by federal agencies (each an “Agency”), except as otherwise noted below. Should this Policy conflict with the rules of any Agency pertaining to financial conflicts of interest, the Agency rules shall apply.

Definitions

“Agency Awarding Component” means the organizational unit of an Agency that funds the Research.

“Financial Conflict of Interest” (“FCOI”) means a Significant Financial Interest that could directly and significantly affect the design, conduct, or reporting of Research.

“Institutional Responsibilities” means the Lead Researcher’s professional responsibilities on behalf of the Institute, which may include for example: activities such as Research, research consultation, mentoring, professional practice, institutional committee memberships, and service on panels such as Institutional Review Boards or Data and Safety Monitoring Boards.

“Lead Researcher” means a research manager, research scientist, or any other person, regardless of title or position, who is responsible for the design, conduct, or reporting of Research funded by an Agency, or proposal for such funding, which may include, for example, collaborators or consultants.

“Manage” means taking action to address a FCOI, which can include reducing or eliminating the financial conflict of interest to ensure, to the extent possible, that the design, conduct, and reporting of Research will be free from bias.

“Management Plan” means a written plan specifying actions that have been and shall be taken to Manage an identified FCOI.

“NSF” means the National Science Foundation.

“PHS” means the Public Health Service of the U.S. Department of Health and Human Services, and any component of the PHS to which the authority involved may be delegated, including the National Institutes of Health (“NIH”).

“Research” means a systematic investigation, study, or experiment designed to develop or contribute

to generalizable knowledge relating broadly to public concern or benefit. The term encompasses basic and applied research (e.g., a published article, book, or book chapter) and product development. The term includes any such activity for which Research funding is available from an Agency Awarding Component through a grant or cooperative agreement.

“Researcher” means any person engaged in the conduct of research under the instruction of a Lead Researcher.

“Senior/Key Personnel” means the research manager and any other person identified as senior/key personnel by the Institute in the grant application, progress report, or any other report submitted to the funding Agency by the Institute.

“Significant Financial Interest” (“SFI”) applies to all Agency funded projects. For NSF-funded projects, SFI means anything of monetary value, including, but not limited to, salary or other payments for services (e.g., consulting fees or honoraria); equity interest (e.g., stocks, stock options, or other ownership interests); and intellectual property rights (e.g., patents, copyrights, and royalties from such rights).

The following do not constitute SFIs:

- Salary, royalties, or other remuneration from the Institute;
- Income from seminars, lectures, or teaching engagements sponsored by public or nonprofit entities;
- Income from service on advisory committees or review panels for public or nonprofit entities;
- An equity interest that, when aggregated for the Lead Researcher and the Lead Researcher’s spouse and dependent children, meets both of the following tests: does not exceed \$10,000 in value as determined through reference to public prices or other reasonable measures of fair market value, and does not represent more than a 5% ownership interest in any single entity; or
- Salary, royalties, or other payments that, when aggregated for the Lead Researcher and the Lead Researcher’s spouse and dependent children, are not expected to exceed \$10,000 during the prior twelve (12) month period.

SFI for all other projects by an Agency, including PHS-funded projects, means:

- A financial interest consisting of one (1) or more of the following interests of the Lead Researcher (and those of the Lead Researcher’s spouse and dependent children) that reasonably appears to be related to the Lead Researcher’s institutional responsibilities:
 - With regard to any publicly traded entity, a SFI exists when the value of any remuneration (salary and any payment for services not otherwise identified as salary, for example consulting fees, honoraria, paid authorship) received from the entity in the twelve (12) months preceding disclosure of the interest aggregated with the value of any equity in the entity (for example, stock, stock options, or other ownership interests as determined through reference to public prices or other reasonable measure of fair market value) in the entity as of the date of the disclosure, when aggregated, exceeds \$5,000.
 - With respect to any non-publicly traded entity, when the aggregated value of any remuneration received from the entity in the twelve (12) months preceding disclosure of the interest, when aggregated, exceeds \$5,000, or when the Lead Researcher (or the Lead

Researcher's spouse or dependent children) holds any equity interest (e.g., stock, stock option, or other ownership interest) in the entity; or

- Intellectual property rights and interests (e.g., patents, copyrights) upon receipt of income related to such rights and interests.
- Lead Researchers must also disclose the occurrence of any reimbursed or sponsored travel (i.e., that which is paid on behalf of the Lead Researcher and not reimbursed to the Lead Researcher so that the exact monetary value may not be readily available), related to their Institutional Responsibilities, however, this disclosure requirement does not apply to travel that is reimbursed or sponsored by a federal, state, or local government agency, an institution of higher education as defined in 20 USC 1001(a), an academic teaching hospital, a medical center, or a research institute that is affiliated with an institution of higher education. This disclosure must include the purpose of the trip, the identity of the sponsor/organizer, the destination, and the duration.
- The term SFI does not include the following types of financial interests: salaries, royalties, or other remuneration paid by the Institute to the Lead Researcher if the Lead Researcher is currently employed or otherwise appointed by the Institute, including intellectual property rights assigned to the Institute and agreements to share in royalties related to such rights; income from investment vehicles, such as mutual funds and retirement accounts, as long as the Lead Researcher does not directly control the investment decisions made in these vehicles; income from seminars, lectures or teaching engagements sponsored by, and service on advisory committees or review panels for, a federal, state or local government agency, an institution of higher education as defined in 20 U.S.C. 1001(a), an academic teaching hospital, a medical center, or a research institute that is affiliated with an institution of higher education.

“Signing Official” is the person responsible for the procedures under this Policy. The chief financial officer has been designated as the Signing Official (or “authorized organizational representative”) for the Institute.

Principles and Procedures

Mandatory Lead Researcher Training Requirements

The Signing Official is responsible for ensuring that each Lead Researcher is informed about (i) this FCOI Policy, (ii) the Lead Researcher's responsibilities regarding disclosure of SFIs relating to the Lead Researcher's Institutional Responsibilities and (iii) the FCOI Regulations, the NSF Policy, and any other applicable Agency rules.

The Signing Official shall ensure that each Lead Researcher completes training regarding items (i)–(iii) prior to engaging in Research related to any Agency-funded grant or cooperative agreement, immediately upon being hired and at least every four (4) years.

The Signing Official also shall ensure that each Lead Researcher completes training immediately when any of the following applies, as advised by the general counsel: (1) this FCOI Policy or procedures are revised in any manner that affects the requirements of the Lead Researcher; (2) the Lead Researcher is new to the Institute; or (3) the Institute finds that the Lead Researcher is not in compliance with this FCOI Policy or a Management Plan. “Immediately” means the training is provided or made accessible and the Lead Researcher participates in the training expeditiously following the event that triggers the training requirement. The Signing Official, in consultation with the general counsel, shall create and administer the training session.

Disclosure Requirements

Officers, members of the leadership team, and research managers annually shall complete and submit to the president a Disclosure of Outside Interests and Commitments form.

Prior to the submission to an Agency of an application for a Research grant, the research manager shall identify to the Signing Official (a) all Lead Researchers anticipated to be participating in the Research, (b) those who are Senior/Key personnel, and (c) all subrecipients anticipated to be participating in the Research.

Prior to submission of the application, each Lead Researcher who is planning to participate in the Agency-funded Research must (a) update their Disclosure of Outside Interests and Commitments form, if necessary, or (b) complete a disclosure form listing his/her known SFIs (and those of the Lead Researcher's spouse and dependent children). The Institute's general counsel and/or the Signing Official will provide the disclosure forms.

All disclosures must be updated annually during the period of the award and within thirty (30) days of discovering or acquiring (e.g., through purchase, marriage, inheritance, or expansion of responsibilities) a new SFI. Updates shall include any information that was not disclosed previously to the Institute and updated information regarding any previously disclosed SFI.

The Signing Official, working with the Institute's secretary, shall ensure that annual disclosure update forms are sent to and promptly returned by at least each Lead Researcher. One annual disclosure is sufficient to cover all ongoing federal awards. Disclosures shall be provided by the Lead Researcher at any other time upon request of the Signing Official.

The Signing Official shall ensure that each Lead Researcher new to the Institute submits a listing of his/her known SFIs (and those of his/her spouse and dependent children), if any, within thirty (30) days of starting employment.

Review of Disclosures and Monitoring and Reporting FCOI

The Signing Official with the general counsel shall be responsible for reviewing all forms disclosing a SFI, making the requisite determinations and taking any subsequent action.

Prior to the expenditure of funds or, with respect to an ongoing Agency-funded project, within sixty (60) days of the disclosure or discovery of a SFI, the Signing Official shall:

- Review all disclosure forms and determine whether (a) the Lead Researcher's SFI is related to Agency-funded Research and (b) if so related, whether the SFI is a FCOI;
- In the case of a FCOI, develop and implement a Management Plan; and
- If required by applicable Agency rules (see FCOI Report section below), submit initial and ongoing FCOI reports to the corresponding Agency Awarding Component.

A Lead Researcher's SFI is related to Agency-funded Research when the Signing Official reasonably determines that the SFI could be affected by the Agency-funded Research or is in an entity whose financial interest could be affected by the Research. In determining whether the Lead Researcher's SFI is related to Agency-funded Research, the Signing Official will consider all relevant factors and information.

A FCOI exists when the Signing Official reasonably determines that the SFI could directly and significantly affect the design, conduct, or reporting of the Agency-funded Research. In determining whether there is a FCOI, the Signing Official will consider all relevant factors and information,

including but not limited to, the nature of the Research, the magnitude of the financial interest and degree to which it is related to the Research, the extent to which the interest could be directly and substantially impacted by the Research, and the degree of risk to human subjects, if any, that is inherent in the Research protocol.

Prior to making the decision whether a FCOI exists, the Signing Official may impose interim measures, may ask the Lead Researcher to submit additional information and may meet or communicate with the Lead Researcher. The Lead Researcher may be encouraged to suggest procedures, protocols, or other measures designed to Manage the FCOI.

If a FCOI exists, the Signing Official must develop and implement a Management Plan to Manage the FCOI. Examples of conditions or restrictions that might be imposed to Manage a FCOI include, but are not limited to:

- Public disclosure of a FCOI (e.g., when presenting or publishing the Research);
- For Research involving human subjects, disclosure of financial conflicts to Research participants;
- Appointment of an independent monitor capable of taking measures to protect the design, conduct, and reporting of the Research against bias resulting from the FCOI;
- Modification of the Research plan;
- Change of personnel or personnel responsibilities or disqualification from participation in all or a portion of the Research;
- Reduction or elimination of the financial interest; and/or
- Severance of relationships that create such conflicts.

For all Management Plans, the Signing Official shall (a) monitor ongoing Lead Researcher compliance and (b) if required by the applicable Agency rules, submit annual FCOI reports to the corresponding Agency Awarding Component at the time and in the manner specified by the corresponding Agency Awarding Component, both until the completion of the Agency-funded research project to which the FCOI relates.

For NSF-funded Research, if the Signing Official determines that imposing conditions or restrictions would be either ineffective or inequitable, and that the potential negative impacts that may arise from a SFI are outweighed by interests of scientific progress, technology transfer, or the public health and welfare, then the Signing Official may allow the Research to go forward without imposing such conditions or restrictions.

The Signing Official must inform the Agency if the Institute finds that it is unable to satisfactorily Manage a conflict of interest.

FCOI Report

This section applies to PHS-funded Research. If the Lead Researcher has a SFI that is related to Research funded by another Agency, the Signing Official should consult with the general counsel to determine the applicable reporting requirements.

The Institute shall provide FCOI reports to the corresponding PHS Awarding Component regarding all FCOI prior to the expenditure of funds or within sixty (60) days of any subsequently identified FCOI.

A FCOI report shall include sufficient information to enable the PHS Awarding Component to

understand the nature and extent of the financial conflict, and to assess the appropriateness of the Institute's Management Plan. The FCOI report shall include, at a minimum, the following:

- Project number;
- Research manager (or a contact research manager, if a multiple research manager model is used);
- Name of the Lead Researcher with the FCOI;
- Name of the entity with which the Lead Researcher has a FCOI;
- Nature of the financial interest;
- Value of the financial interest or a statement that the interest is one whose value cannot be readily determined through reference to public prices or other reasonable measures of fair market value;
- A description of how the financial interest related to the PHS-funded Research and the basis for the Institute's determination that the financial interest conflicts with such Research; and
- A description of the key elements of the Institute's Management Plan, including:
 - Role and principal duties of the conflicted Lead Researcher in the Research project;
 - Conditions of the Management Plan;
 - How the Management Plan is designed to safeguard objectivity in the Research project;
 - Confirmation of the Lead Researcher's agreement to the Management Plan;
 - How the Management Plan will be monitored to ensure Lead Researcher compliance; and
 - Other information, as needed.

If the FCOI is identified and eliminated prior to the expenditure of any federally-awarded funds, no FCOI report need be submitted.

For any FCOI previously reported by the Institute with regard to ongoing PHS-funded Research and for the duration of the project period, the Institute shall provide to the corresponding PHS Awarding Component an annual FCOI report that addresses the status of the FCOI and any changes to the Management Plan for the duration of the PHS-funded Research. This annual FCOI report shall specify whether the FCOI is still being Managed or explain why the FCOI no longer exists.

Noncompliance and Remedies

Whenever the Institute identifies a SFI that was not disclosed timely by the Lead Researcher or was not previously reviewed by the Institute during an ongoing Agency-funded Research project, the Signing Official shall, within sixty (60) days, review the SFI, determine whether it is related to Agency-funded Research, and determine whether a FCOI exists.

If a FCOI exists, the Signing Official shall implement, on at least an interim basis, a Management Plan that shall specify the actions that have been, and will be taken, to Manage such FCOI going forward. If the Lead Researcher has failed to comply with a Management Plan, or for whatever reason, a FCOI is one that was not identified, reviewed, or Managed in a timely manner, the Signing Official shall, within one-hundred twenty (120) days of the Institute's determination of noncompliance, conduct a retrospective review of the Lead Researcher's activities and the Research project to determine whether

any Agency-funded Research or portion thereof conducted during the period of noncompliance was biased in design, conduct, or reporting. The review shall be documented; such documentation shall include the following:

- Project number;
- Project title;
- Research manager (or contact research manager, if a multiple research manager model is used);
- Name of the Lead Researcher with the FCOI;
- Name of the entity with which the Lead Researcher has a FCOI;
- Reasons for the retrospective review;
- Detailed methodology used for the retrospective review;
- Findings of the review; and
- Conclusions of the review.

If bias is found during the course of the review, the Signing Official will promptly notify the corresponding Agency Awarding Component (which may take its own action and/or require further action by the Institute and/or the Lead Researcher, as it deems appropriate), and for PHS and for any other Agency that requires such a response, submit a mitigation report. The mitigation report must include the key elements documented in the retrospective review above and a description of the impact of the bias on the Research project and the Institute's plan of action or actions taken to eliminate or mitigate the effect of the bias (e.g., impact on the Research project; extent of harm done, including any data to support any actual or future harm; analysis of whether the Research project is salvageable).

If appropriate, the Signing Official will update the previously submitted FCOI report, specifying the actions that will be taken to Manage the FCOI going forward. In any event, the Signing Official shall submit FCOI reports annually thereafter.

The Signing Official will notify the corresponding Agency Awarding Component and any other relevant authority in the Agency immediately if the Lead Researcher fails to comply with the FCOI Policy or if a Management Plan appears to have biased the design, conduct, or reporting of the Agency-funded Research. The Signing Official will then develop and implement corrective action to address such noncompliance or Management Plan.

Maintenance of Records

The Signing Official shall maintain all records relating to all Lead Researcher disclosures of financial interest and the Institute's review of, and response to, such disclosures and all actions under this Policy for a period of three (3) years from the date of submission of the final expenditures report to the funding Agency (or, where applicable, from other dates specified in 45 CFR 75.361).

For NSF-funded Research, the Signing Official must maintain records of all financial disclosures and of all actions taken to resolve conflicts of interest for at least three (3) years beyond the termination or completion of the grant to which they relate, or until the resolution of any NSF action involving those records, whichever is longer.

Subrecipient Requirements

If the Institute carries out Agency-funded Research through a subrecipient, the Institute must take reasonable steps to ensure that subrecipient Lead Researchers comply with the FCOI Regulations or other applicable Agency rules. In furtherance of this requirement, the Institute must incorporate into any written agreement with a subrecipient, terms that establish whether this Policy or the subrecipient's FCOI policy will apply to the subrecipient's Lead Researchers. The subrecipient's FCOI policy may apply if the subrecipient certifies as part of the agreement that its FCOI policy complies with the FCOI Regulations or other applicable Agency rules. Otherwise, this Policy shall apply to the subrecipient's Lead Researchers. If the subrecipient's FCOI policy applies, then the agreement shall specify time periods for the subrecipient to report all identified FCOI to the Institute; such time periods shall be sufficient to enable the Institute to comply timely with any reporting obligations. Alternatively, if this Policy applies, the agreement shall specify time periods for the subrecipient to submit all Lead Researcher disclosure of SFIs to the Institute; such time periods shall be sufficient to enable the Institute to comply timely with its review, Management, and reporting obligations.

The Institute shall also provide FCOI reports to the corresponding Agency Awarding Component regarding all FCOI of all subrecipient Lead Researchers prior to the expenditure of funds or within sixty (60) days of any subsequently identified FCOI.

Public Accessibility Requirements

Prior to expending any funds under an Agency-funded Research project, the Institute shall ensure public accessibility to information concerning an active and disclosed FCOI related to Agency-funded Research by providing a written response to any written request, such response to be postmarked or dated (if replying by electronic means) within five (5) business days of the receipt of the written request. Such information shall include the following:

- The Lead Researcher's (or Senior/Key Personnel) name;
- The Lead Researcher's (or Senior/Key Personnel) title and role with respect to the Research project;
- The name of the entity in which the SFI is held;
- The nature of the SFI; and
- The approximate dollar value of the SFI, or a statement that the interest is one whose value cannot be readily determined through reference to public prices or other reasonable measures of fair market value.

The Institute will note in its written response that the information provided is current as of the date of the correspondence and is subject to updates, on at least an annual basis and within sixty (60) days of the Institute's identification of a new FCOI, which should be requested subsequently by the requestor.

This Policy shall be posted on the Institute's website.

Additional Information

The Institute may be asked to provide records related to this Policy, including disclosure forms, to the Department of Health and Human Services, NSF, or other Agencies. The Institute will provide the requested information and make any other disclosures necessary to comply with this Policy or as required by law. Such records may be requested and provided whether or not the disclosure resulted in a determination that a FCOI existed.

Enforcement Mechanism and Sanctions

All Lead Researchers to whom this Policy applies are expected to fully and promptly comply with it. The Institute may impose sanctions for noncompliance which may include, but are not limited to, the following:

- Failure to make timely, full, or accurate disclosures;
- Failure to provide information requested;
- Failure to update a disclosure form as necessary; or
- Failure to comply with a Management Plan.

For Institute employees, sanctions may include suspension or termination, denial of eligibility to engage in the Research at issue, or other appropriate penalties. Such sanctions may require giving notice of relevant information to funding agencies, professional bodies or journals, or the public. For subrecipient investigators, sanctions may include suspension or expulsion from participation in the Research at issue and/or further Institute research.