

Memorial Health Institutional Review Board Conflict of Interest Disclosure for Research Investigators

1. I have read and understand the Conflict of Interest Policy and agree to comply with my obligations under the Policy (policy #LD1004 is located on MH intranet home webpage in link to Compliance Policies).
2. I have read and understand the Code of Business Practice and agree to comply with my obligations under the Code (Code of Business Practice is located on MH intranet home webpage in link to Compliance Policies, Documents listing);
3. I agree to maintain the confidentiality of all matters which are sensitive or proprietary relating to Memorial Health or to any Memorial Health Affiliate (hereafter, the "Corporation");
4. I understand that Memorial Health and any tax-exempt Memorial Health Affiliates are charitable organizations and that in order to maintain their federal tax exemption they must engage primarily in activities that are charitable in nature and accomplish one or more of their tax-exempt purposes.

_____ Yes
_____ No

Definitions

Conflict of Interest

A potential conflict of interest (hereafter, "COI") exists any time a reasonable person might question whether a covered individual's personal interests could bias, or give the appearance of biasing, the individual's ability to make impartial decisions focused exclusively on the best interests of the Corporation. A COI potentially compromises the individual's duty of loyalty to the Corporation.

Financial Interests:

List all direct and indirect financial interests that may relate to the Corporation (as defined below) that you, your **family** or any business entity related to you or your family either have currently or have had within the past 5 years.

A **covered individual** shall be deemed to have a "financial interest" if the individual has, directly or indirectly, through business, investment or family relationship:

- a. An ownership or investment interest in any entity with which the Corporation has, or is considering to have, a transaction or arrangement, or;
- b. A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has, or is considering to have, a transaction or arrangement, or;
- c. A potential ownership, investment interest, or compensation arrangement with any entity or individual with which the Corporation is negotiating, or considering to negotiate, a transaction or arrangement.
- d.

Compensation includes direct and indirect remuneration, loans and gifts or favors that are substantial, as defined by the Memorial Health Code of Business Practice.

NOTE: *It is not necessary to report a financial interest related to **widely held securities**. If you are an employee of the Corporation, it is not necessary to disclose your employment relationship with the Corporation.*

The following are examples of issues that should be reported:

1. EXAMPLE 1: (Board Member): ABC MRI, Inc.; I am part owner; Memorial Health and ABC currently have two lease arrangements; \$100,000+ annual estimated value
2. EXAMPLE 2: XYZ Investment Firm; brother is a partner in the firm; potential compensation arrangement with Memorial Health (no agreement currently in place)
3. EXAMPLE 3: Physician is a paid medical director or consultant to a pharmaceutical company, DME or orthotics company

_____ I have the following personal financial interest to report (please include: (1) name of company or entity, (2) person with the arrangement, (3) type of financial interest, and (4) estimated \$ value) – (attach additional sheet(s) if necessary)

_____ I have no financial interests to report

Definitions

Covered Individual

A covered individual is someone to whom the Conflict of Interest policy applies: members of the Board of directors, principal officers, members of committees with powers delegated by the Board of any Memorial Health Affiliate, senior and executive leaders, research investigators, and persons with substantial influence whether by virtue of management title or function.

Family

For purposes of this policy, Memorial Health understands family as those to whom a covered individual is related by blood, marriage or adoption, or with whom the individual resides: spouse/ partner, parents, children, spouses/partners of children, siblings, or spouses/partners of siblings.

Financial Interests

For purposes of this policy, a covered individual shall be deemed to have a "financial interest" if the individual has, directly or indirectly, through business, investment or family relationship: (a) An ownership or investment interest in any entity with which the Corporation has, or is considering to have, a transaction or arrangement, or; (b) A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has, or is considering to have, a transaction or arrangement, or; (c) A potential ownership, investment interest, or compensation arrangement with any entity or individual with which the Corporation is negotiating, or considering to negotiate, a transaction or arrangement. Compensation includes direct and indirect remuneration, loans and gifts or favors that are substantial, as defined by the Memorial Health Code of Business Conduct. NOTE: It is not necessary to report a financial interest related to widely held securities. If you are an employee of the Corporation, it is not necessary to disclose your employment relationship with the Corporation.

Widely held securities

It is not necessary to report an individual's ownership of securities in an entity doing business with or competing with the Corporation if ALL of the following conditions are met: (a) The securities are listed on a recognized stock exchange or traded regularly over the counter; (b) The ownership is in an amount that is less than one percent (1%) of the value of the outstanding securities of the listed entity as of the date of disclosure; and (c) The ownership is not a material portion of the individual's investment portfolio (i.e. not greater than 25% of the total value of the individual's portfolio).

Non-Financial Interests: Organizational Relationships

Please identify all organizations or businesses where you or a **family** member serve in a fiduciary role (e.g. officer, director, committee member, elected or appointed official or key employee), and where the organization's interests may compete or otherwise be in conflict with the interests of the Corporation. Also, please identify organizations where you play a leadership role, and where the organization's interests or philosophy may be contrary to the interests or philosophy of the Corporation.

The following are examples of issues that should be reported:

- EXAMPLE 1: Serving on a Board of another healthcare organization that could compete with Memorial Health's services.
- EXAMPLE 2: Spouse serves on the Board of an organization whose mission explicitly opposes Memorial's Code of Business Practice.

_____ I have the following Organizational Relationship(s) to report (please include: (1) name of the organization, (2) type of relationship, (3) person with the relationship, and (4) the title) – (attach additional sheet(s) if necessary)

_____ I have no Organizational Relationship to report

Definitions

Non-Financial Interests

For purposes of this policy, a covered individual's "non-financial interests" include family relationships (as defined by the Memorial Health Code of Business Practice), close personal relationships, partnerships, fiduciary positions (e.g. officer, director, committee member, elected or appointed official), or leadership of an organization whose interests or philosophy are contrary to the interests or philosophy of the Corporation.

Non-Financial Interests: Family or Close Personal Relationships

Identify any individuals that you directly or indirectly supervise in the Corporation, and with whom you have a family or close personal relationship.

Identify any individuals that you directly or indirectly do business within the Corporation, and with whom you have a family or close personal relationship.

_____ I have the following Family or Close Personal Relationship(s) to report: (for each relationship please include: (1) name of individual, (2) nature of relationship, and (3) the individual's position) – (attach additional sheet(s) if necessary)

_____ I have no Family or Close Personal Relationships to report

Definitions

Close Personal Relationship

For purposes of this policy, a close personal relationship includes a romantic relationship and/or a friendship that involves frequent, non-work related social interaction.

Gifts, Favors or Entertainment:

List any **substantial gifts, favors or entertainment** received by you, your **family** or any entity related to you or your family in the last year that might reasonably be perceived as being given to influence you in the performance of your duties on behalf of the Corporation.

NOTE: *It is not necessary to report gifts, favors or entertainment whose value is less than \$100.*

The following are examples of issues that should be reported:

- EXAMPLE 1: Vendor paid for box seats for your children to attend a MLB play-off game.
- EXAMPLE 2: Gift certificate from a vendor for dinner at a 5-Star restaurant.

_____ I have the following Gifts, Favors or Entertainment to report (for each, please identify: (1) Name of Individual or Entity Giving Gift, Favor or Entertainment, (2) type of gift, favor or entertainment, (3) name of recipient, date, and (4) estimated dollar value) – (attach additional sheet(s) if necessary)

_____ I have no Gifts, Favors or Entertainment to report

Definitions

Substantial gifts, favors or entertainment

As defined by the Memorial Health Code of Business Practice, substantial gifts, favors or entertainment means anything in excess of \$100 per item or occasion or in excess of \$100 in aggregate from any one individual or entity in a calendar year.

Other Personal Interests:

Please indicate in the space below whether there are any other personal interests or activities involving you or any **family** member that could compromise, or appear to compromise, your **fiduciary duty** of loyalty on behalf of the Corporation.

_____ I have the following Other Personal Interests to report (please be specific) – (attach additional sheet(s) if necessary)

_____ I have no Other Personal Interests to report

Definitions

Fiduciary Duty

Fiduciary duties are grounded in a special relationship of trust that Memorial Health places in officers, directors and others who have substantial influence within the organization. There are three key fiduciary duties, which derive from our civil law obligations: (a) The duty of care is the responsibility to act in an informed, good faith manner with the level of thoroughness that an “ordinarily prudent person” would have in like circumstances. (b) The duty of loyalty is the requirement that individuals carry out their responsibilities in the best interests of the Corporation, and not in their own interests or in the interests of another person or entity. (c) The duty of obedience is the obligation to protect and carry out the mission, vision, values and charitable purposes of Memorial Health.

Exclusion From Federal Health Care Programs:

Please indicate whether you are currently debarred, suspended, excluded or otherwise ineligible to participate in any Federal program.

_____ I am currently debarred, suspended, excluded or otherwise ineligible to participate in any Federal program. Please provide details of debarment, suspension or exclusion

_____ I am NOT currently debarred, suspended, excluded or otherwise ineligible to participate in any Federal program

Responsibility to Disclose:

On an ongoing basis, I agree to disclose to the Corporate Ethics and Compliance Officer any potential conflicts of interest that may arise in the course of my official duties on behalf of Memorial Health.

Responsibility to Cooperate and Resolve Conflicts:

I agree to provide all necessary information to enable Memorial Health to determine the **materiality** of a potential **conflict of interest**. I also agree to assist Memorial Health to resolve any potential conflicts.

Definitions

Materiality

The materiality of a conflict refers to the degree to which a personal interest, because of its size, value, loyalty or duration would lead a reasonable person (who has knowledge of the relevant facts and circumstances) to question whether a covered individual's personal interests could bias, or give the appearance of biasing, the individual's ability to make impartial decisions focused exclusively on the best interests of the Corporation. An evaluation of materiality determines the extent to which a COI is disabling, and is based on a review of all available facts and circumstances. The Chief Compliance Officer is available to assist in evaluating materiality based on a review of all the facts and circumstances.

Name (**please print**)

E-Mail Address (**please print**)

Signature

Date