

## CONFLICT OF INTEREST POLICY

### 1. INTRODUCTION

This Conflict of Interest Policy (the “*Policy*”) sets forth IAVI’s standards for identifying and addressing conflicts of interest or possible conflicts of interest. The *Policy* covers all IAVI Directors, Officers and *Key Persons* and IAVI employees, *Affiliates*, consultants, and advisory committee members. The *Policy* should be read in conjunction with the IAVI Code of Conduct.

In implementing the *Policy*, the General Counsel serves as IAVI’s Compliance Officer. He or she is responsible for administering the *Policy*, and the Board through its Audit & Finance Committee is responsible for adopting, and overseeing the implementation of any compliance with, the *Policy*. The Compliance Officer will advise the Audit & Finance Committee periodically as to any conflict of interest related matters. If you have any questions regarding the *Policy*, please contact the General Counsel’s Office. **Italicized terms used in this *Policy* are defined in Section 10.**

### 2. DISCLOSURE OBLIGATIONS

Pursuant to this *Policy*, you are obligated to act in the best interests of IAVI and disclose to IAVI any activity or situation that presents a conflict or a possible conflict of interest between your personal interest(s) and IAVI’s interests. If you have or will have such a conflict of interest or a possible conflict of interest, you should contact the General Counsel’s Office.

In addition, IAVI Directors, Officers, *Key Persons*, employees, *Affiliate* employees and advisory committee members are required to make an annual disclosure of interests, on a questionnaire substantially in the form attached hereto as Appendix B that will be reviewed by the General Counsel’s Office and, in summary form, the Audit & Finance Committee. Nominees to serve as IAVI Directors must submit a disclosure of interests form prior to election to the Board of Directors.

### 3. RECOGNIZING CONFLICTS OF INTEREST

A conflict of interest arises if you have a personal interest that: (a) could interfere, or might appear to interfere, with your work at (or for) IAVI; or (b) conflicts with or could appear to interfere with IAVI’s mission. Below are some examples of situations that could constitute a conflict of interest:

- Working for another individual or entity while employed by IAVI;
- Owning a financial interest in, or receiving any personal benefit from, a business furnishing services or supplies to IAVI, or with which IAVI conducts other business (excluding interests in publicly traded companies);
- Serving as a director, officer, partner, consultant or having a financial interest with a business or entity with which IAVI conducts business, or where such entity’s activities may conflict with the interests of IAVI;
- Directing IAVI business to a supplier owned or managed by, or which employs, a relative or friend; or
- Participating in transactions with an external party that is doing business with IAVI or that has or is seeking IAVI funding.

#### **4. CONFLICT OF INTEREST PROCEDURES**

The General Counsel's Office serves as the point of contact and coordinator for conflict of interest disclosures and mitigation actions. The General Counsel's Office shall maintain records of such disclosures and apprise the Audit & Finance Committee of any conflict of interest or possible conflict of interest.

Disclosed relationships or transactions that constitute conflicts of interest may be prohibited or subject to mitigation. However, each disclosure of a conflict of interest is to be evaluated separately, on its merits.

If a determination is made that a disclosed relationship or transaction does not constitute a conflict of interest, no further action will be required.

- (a) In the case of any conflict of interest or possible conflict of interest disclosure involving an IAVI Director, Officer, or *Key Person*, the Audit & Finance Committee (excluding any member of that Committee involved in the reported interest) shall determine whether a conflict of interest or possible conflict of interest exists, whether the arrangement is in IAVI's best interest, and the manner in which any conflict of interest or possible conflict of interest should be managed. If the conflict of interest or possible conflict of interest disclosure involves the Chair of the Audit & Finance Committee, the Committee shall meet without the Chair, with the longest serving member of the Committee chairing the meeting.

The Audit & Finance Committee may consult with members of IAVI management in its deliberations and evaluation of a conflict of interest or possible conflict of interest. The General Counsel shall serve as legal advisor to the Audit & Finance Committee, as needed, in its deliberations.

The conflicted individual(s) shall not be present at or participate in any deliberations or voting on a reported conflict of interest or possible conflict of interest and shall not attempt to improperly influence the deliberations on such matters.

- (b) In the case of any conflict of interest or possible conflict of interest disclosure not involving an IAVI Director, Officer, or *Key Person*, the General Counsel shall determine whether a conflict of interest or possible conflict of interest exists, whether the transaction or arrangement is in IAVI's best interest, and the manner in which the conflict should be managed. The General Counsel's office shall maintain records of the existence and resolution of such conflicts, and shall provide periodic reports to the Audit & Finance Committee.

## **5. RELATED PARTY TRANSACTIONS**

IAVI will not enter into any *Related Party Transaction* unless the Audit & Finance Committee has independently reviewed the circumstances related to such interest to determine if and whether the transaction is fair, reasonable and in IAVI's best interest.

A Director, Officer, or *Key Person*, with an interest in a *Related Party Transaction* must disclose in writing and in good faith the facts concerning his or her interest to the General Counsel's Office, for review with the Audit & Finance Committee.

Before proceeding with a *Related Party Transaction*, the Audit & Finance Committee must:

- (a) Consider alternative transactions to the extent available,
- (b) Approve the transaction as fair and reasonable to IAVI and in the best interest of IAVI by a majority of those participating at a meeting; and
- (c) Contemporaneously document in writing the basis for its approval of the transaction, including consideration of any alternative transactions.

No IAVI Director, Officer or *Key Person* with an interest in a *Related Party Transaction* may participate in deliberations or vote on the *Related Party Transaction*, except that the Audit & Finance Committee may request that such person present information concerning the transaction at a meeting of the Audit & Finance Committee, prior to commencement of deliberations or voting thereon.

## **6. RECORDS OF PROCEEDINGS**

Pursuant to New York legal requirements, the General Counsel's office will keep records of all decisions regarding disclosures of conflicts of interest or possible conflicts of interest and *Related Party Transactions*, and how they were resolved. Those records shall include the minutes of all decisions of the Audit & Finance Committee relating to the review of conflicts of interest and *Related Party Transactions*, as the case may be, and shall include the following information:

- (a) The name of each staff member, *Interested Person* or *Relative* who disclosed or was otherwise determined to have an interest in a transaction;
- (b) The nature of the interest and whether it was determined to be a significant conflict of interest;
- (c) Any alternative transactions that were considered, in the case of a possible *Related Party Transaction*;
- (d) The members of the Committee who were present during the debate on the transaction, those who voted on it, and to what extent *Interested Persons* were excluded from the deliberations;
- (e) Any comparability data or other information obtained and relied upon by the Committee and how the information was obtained, in the case of a possible *Related Party Transaction*; and
- (f) The result of the vote, including, if applicable, the terms of the transaction that was approved and the date it was approved.

These records must be prepared promptly following actions or decisions on conflicts of interest, and, under New York law, the Audit & Finance Committee must approve the records (or minutes containing such records), promptly afterwards.

## **7. VIOLATIONS**

If any person learns that another person covered by this *Policy* has failed to disclose a conflict of interest or possible conflict of interest, he or she shall inform the General Counsel's Office of the basis for this belief. The General Counsel's Office shall notify the Chair of the Audit & Finance Committee and investigate whether there has been a failure to disclose such a conflict of interest or possible conflict of interest, in accordance with this *Policy*, and consult with the Chair of that Committee on the resolution thereof. In the event that there is an unreported conflict of interest or possible conflict of interest involving the Chair of the Audit & Finance Committee, the General Counsel shall notify the Chair of the Board of Directors and consult with him or her on the resolution thereof.

If a transaction involving a conflict of interest or possible conflict of interest is discovered after it has already occurred or begun (for example, if the interest was inadvertently not disclosed prior to a transaction), the Audit & Finance Committee shall conduct a review to determine whether disciplinary or corrective action is warranted. If the Audit & Finance Committee determines that the transaction is in IAVI's best interest, for its benefit, and reasonable to IAVI, the Committee may ratify the transaction.

## **8. ANNUAL REVIEWS**

The Audit & Finance Committee shall oversee the annual review of the administration of this *Policy* by the General Counsel's Office. The review may be written or oral. The review shall include an assessment of the organization's compliance with the *Policy*, the continuing suitability of the *Policy*, and whether the *Policy* should be modified.

All IAVI Directors must complete, sign and submit a written disclosure of potential conflicts of interest prior to being elected and then annually, during every year of service.

## **9. ADDITIONAL GOVERNMENT COMPLIANCE PROVISIONS**

IAVI receives funding through a number of U.S. government awards and contracts. Consequently, in addition to the rules and standards described above, all project directors/principal investigators and any other person who is responsible for the design, conduct or reporting of research funded by a government award or contract must also comply with the requirements imposed for government awardees and contractors in the Research Conflict of Interest Policy attached as Appendix A hereto, the terms of which are incorporated into and made an integral part of this *Policy*. These supplemental provisions supersede any inconsistent provisions set forth above.

## 10. DEFINITIONS

**Affiliate:** An entity controlled by IAVI, in control of IAVI, or under common control with IAVI.

**Interested Person:** An IAVI Director, Officer, *Key Person* or an advisory committee member.

**Key Person:** Any person other than an IAVI Director or Officer, whether or not an employee of IAVI or an *Affiliate*, who (i) has responsibilities, or exercises powers or influence over IAVI as a whole similar to the responsibilities, powers, or influence of IAVI Directors and Officers; (ii) manages IAVI, or a segment of IAVI that represents a substantial portion of the activities, assets, income or expenses of IAVI; or (iii) alone or with others controls or determines a substantial portion of IAVI's capital expenditures or operating budget. Generally, at IAVI, this includes members of the senior management team.

**Related Party:** (i) An IAVI Director, Officer or *Key Person*; (ii) a *Relative* of such an IAVI Director, Officer or *Key Person*; or (iii) any entity in which an IAVI Director, Officer, or *Relative* has a 35% or greater ownership or a beneficial interest (or, in the case of a partnership or professional corporation, have a direct or indirect ownership interest) in excess of 5%.

**Related Party Transaction:** Any transaction, agreement or other arrangement in which a *Related Party* has a financial interest and in which IAVI or an IAVI *Affiliate* is a participant; except that a transaction shall not be a *Related Party Transaction* if: (i) the transaction or the *Related Party's* financial interest in the transaction is de minimis (under USD \$10,000); or (ii) the transaction would not customarily be reviewed by the Board or boards of similar organizations in the ordinary course of business and is available to others on the same or similar terms.

**Relative:** An individual's spouse, domestic partner, child, grandchild, great-grandchild, sibling, half-sibling, or the spouse of the individual's child, grandchild, great-grandchild, or sibling.

## APPENDIX A

### INTERNATIONAL AIDS VACCINE INITIATIVE, INC. (IAVI) RESEARCH CONFLICT OF INTEREST POLICY (FOR INVESTIGATORS INVOLVED IN PHS-FUNDED RESEARCH)

#### 1. INTRODUCTION

This Research Conflict of Interest Policy (the “*RCOI Policy*”) is designed to provide guidance for identifying and addressing potential, actual and apparent conflicts of interest of *Investigators* (as defined below) involved in Public Health Service-funded *Research* and is in compliance with Title 42 of the United States Code of Federal Regulations (CFR) Part 50, Subpart F, “Promoting Objectivity in Research.” If you have any questions regarding this *RCOI Policy* you should discuss them with the General Counsel. **Italicized terms used in this *RCOI Policy* are defined in Section 8.**

#### 2. COVERAGE AND DISCLOSURE OBLIGATION

This *RCOI Policy* applies to all *Investigators* who plan to participate in PHS-funded *Research* (except for Phase I applications under the *Small Business Innovation Research (SBIR) Program* or the *Small Business Technology Transfer (STTR) Program*).

All such *Investigators* have an obligation to make a disclosure of *Significant Financial Interests* to the General Counsel’s Office, at the following times:

- (a) prior to IAVI’s application for the relevant *PHS* award;
- (b) annually thereafter during the period of the relevant award; and
- (c) as new reportable *Significant Financial Interests* are obtained.

Disclosure questionnaires will be distributed annually as part of IAVI’s annual conflicts of interest disclosure process.

In addition, IAVI requires that its subgrantees, contractors, subcontractors and collaborators who plan to participate in such *Research* at IAVI’s request either: (a) have appropriate policies and procedures in place that comply with 42 CFR Part 50, Subpart F, in which case those policies and procedures will apply; or (b) follow this *RCOI Policy*.

#### 3. INVESTIGATOR TRAINING

Prior to the expenditures of any funds under, or engaging in *Research* related to, the relevant award, all *Investigators* are required to complete a training course on *Financial Conflict of Interest*. This training is also required every four years thereafter, or immediately under the following circumstances:

- (a) this *RCOI Policy* changes in a manner that affects *Investigator* requirements;
- (b) an *Investigator* is new to IAVI (or, in the case of a *Subawardee Investigator*, to that *Subawardee*); or
- (c) IAVI finds an *Investigator* noncompliant with this *RCOI Policy* or any plan IAVI has put in place to manage a *Financial Conflict of Interest*.

#### **4. PROCEDURES**

The General Counsel's Office will serve as the point of contact and coordinator for all conflict of interest disclosures and mitigating actions under this *RCOI Policy*. The General Counsel's Office will ensure that relevant conflicts of interest, and the procedures taken to manage those conflicts, are disclosed to the Audit & Finance Committee of the IAVI Board.

The General Counsel's Office will be responsible for evaluating and determining whether a conflict of interest exists and, if so, determining what actions should be taken by IAVI to manage such conflict of interest, except that any conflict regarding an IAVI Director or Officer will be referred to, evaluated and managed by the Audit & Finance Committee.

A conflict of interest under this *RCOI Policy* exists when the General Counsel's Office, or the Audit & Finance Committee, as applicable, reasonably determines that a *Significant Financial Interest* could directly and significantly affect the design, conduct, or reporting of PHS-funded *Research*.

Disclosed relationships or transactions that constitute actual conflicts of interest that cannot be avoided or remedied may be prohibited. Each disclosure of a conflict of interest will be evaluated separately, on its merits.

If a determination is made that a disclosed relationship or transaction does not constitute a conflict of interest, no further action will be required.

Prior to IAVI's expenditure of any funds under the relevant award, IAVI will report to the *PHS Awarding Component* the existence of a conflicting interest (but not the nature of the interest or other details) found by IAVI and assure that the interest has been *Managed* in accordance with 42 CFR Part 50, Subpart F. If IAVI identifies any conflicting interest subsequent to IAVI's initial report under the relevant award, IAVI will report the conflicting interest to the *PHS Awarding Component* and will *Manage* the conflicting interest, at least on an interim basis, within 60 days of that identification.

#### **5. RECORDS OF PROCEEDINGS**

IAVI (and/or *Subawardee*, as applicable) will maintain records of all disclosures and all actions taken by IAVI with respect to each conflicting interest for at least three years from the date of submission of the relevant final expenditure report to the relevant *PHS* unit, unless any litigation, claim, financial management review or audit is started before the expiration of the three year period, in which case the records will be retained until all litigation, claims or audit findings involving the records have been resolved and final action taken. IAVI will, upon request by *HHS*, make available to *HHS* information regarding all conflicts of interest identified by IAVI under this *RCOI Policy* and how those interests have been managed to protect the relevant research from bias.

## **6. PUBLIC ACCESSIBILITY**

Prior to the expenditure of any funds under a PHS-funded *Research* project, IAVI will ensure public accessibility, by way of a written response within five business days of a request, of information concerning any *Significant Financial Interest* disclosed to IAVI that meets all of the following criteria:

- (a) The *Significant Financial Interest* was disclosed and is still held by the *Senior/Key Personnel* for the PHS-funded *Research* project identified by IAVI (or a *Subawardee*) in the grant application, progress report, or any other required report submitted to the *PHS* unit;
- (b) IAVI determines that the *Significant Financial Interest* is related to the PHS-funded *Research*; and
- (c) IAVI determines that the *Significant Financial Interest* is a *Financial Conflict of Interest*.

The written response will note 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 60 days of IAVI's identification of a new *Financial Conflict of Interest*.

## **7. VIOLATIONS OF THE RCOI POLICY**

If an *Investigator* fails to disclose an actual or potential conflict of interest pursuant to this *RCOI Policy*, the Executive Office or the Audit & Finance Committee, as the case may be, may take appropriate disciplinary and corrective action. In addition, IAVI will, within 120 days of the determination of noncompliance with this *RCOI Policy*, complete a retrospective review of the *Investigator's* activities and the PHS-funded *Research* project to determine whether any PHS-funded *Research*, or portion thereof, conducted during the time period of the noncompliance, was biased in the design, conduct, or reporting of such *Research*.

If the failure of an *Investigator* to comply with this *RCOI Policy* has biased the design, conduct, or reporting of PHS-funded *Research*, IAVI will promptly notify the *PHS Awarding Component* of the corrective action taken or to be taken.

In any case in which the *HHS* determines that a PHS-funded clinical *Research* project whose purpose is to evaluate the safety or effectiveness of a drug, medical device, or treatment has been designed, conducted, or reported by an *Investigator* with a conflicting interest that was not disclosed or *Managed* as required by this *RCOI Policy*, the *Investigator(s)* involved must disclose the conflicting interest in each public presentation of the results of the *Research*.

## **8. DEFINITIONS**

### **Business:**

- (a) any corporation, partnership, sole proprietorship, firm, franchise, association, organization, holding company, limited liability company, trust or other for-profit commercial entity, whether publicly or non-publicly traded; and
- (b) any not-for-profit entity acting, directly or indirectly, as an agent for, or on behalf of, a commercial entity, or controlled by a commercial entity (i.e. where a commercial entity owns or funds 50% or more of the not-for-profit entity or otherwise controls the not-for-profit entity's activities).



**Family Member:** A spouse, domestic partner or dependent child of an *Investigator*.

**Financial Conflict of Interest:** A *Significant Financial Interest* that could directly and significantly affect the design, conduct or reporting of PHS-funded *Research*.

**HHS:** The United States Department of Health and Human Services, and any components of the Department to which the authority involved may be delegated.

**Institution:** Any domestic or foreign, public or private, entity or organization (excluding a Federal agency) that is applying for, or that receives, *PHS* research funding.

**Institutional Responsibilities:** An *Investigator's* professional responsibilities on behalf of the *Institution* including, but not limited to, activities such as research, research consultation, teaching, professional practice, institutional committee memberships, and service on panels such as Institutional Review Boards or Data and Safety Monitoring Boards.

**Investigator:** The project director/principal *Investigator* and any other person, regardless of title, who is responsible for the design, conduct, or reporting of research funded by *PHS*, or proposed for such funding, which may include, for example, collaborators or consultants.

**Manage:** Taking action to address a *Financial Conflict of Interest*, 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 or the appearance of bias.

**PD/PI:** A project director or principal *Investigator* of a PHS-funded *Research* project.

**PHS:** The Public Health Service of the U.S. Department of Health and Human Services, and any components of the PHS to which the authority involved may be delegated, including the National Institutes of Health (NIH).

**PHS Awarding Component:** The organizational unit of the *PHS* (i.e., NIH) that funds the research that is subject to the *Regulation*.

**Regulation:** 42 CFR Part 50, Subpart F “Promoting Objectivity in Research” and any subsequent regulation that may be promulgated in its place.

**Research:** A systematic investigation, study or experiment designed to develop or contribute to generalizable knowledge relating broadly to public health, including behavioral and social-sciences research. This term encompasses basic and applied research (e.g., a published article, book or book chapter) and product development (e.g., a diagnostic test or drug). As used herein, the term includes any such activity, study or experiment for which research funding is available from a *PHS Awarding Component* through a grant or cooperative agreement, whether authorized under the *PHS* Act or other statutory authority, such as a research grant, career development award, center grant, individual fellowship award, infrastructure award, institutional training grant, program project, or research resources award.

**Senior/Key Personnel:** The *PD/PI* and any other person who the *Institution* identifies as senior/key personnel in the grant application progress report, and any other report submitted to the *PHS* by the *Institution* under the *Regulation*.

**Significant Financial Interest** means:

- (a) a financial interest consisting of one or more of the following interests of the *Investigator* (and those of the *Investigator's Family Members*) that reasonably appears to be related to the *Investigator's Institutional Responsibilities*:
  - i. with regard to any publicly traded entity, a *Significant Financial Interest* exists if
    - the value of any salary or other payments for services (e.g., consulting fees, honoraria, paid authorship) received in the 12 months preceding the disclosure, and
    - the value of any equity interest in the entity (e.g., stocks, stock options or other ownership interest as determined through reference to public prices or other reasonable measures of fair market value) as of the date of disclosure, when aggregated, exceeds USD \$5,000;
  - ii. with regard to any non-publicly traded entity, a *Significant Financial Interest* exists if
    - the value of any salary or other payments for services (e.g., consulting fees, honoraria, paid authorship) received in the 12 months preceding the disclosure, when aggregated, exceeds USD \$5,000, or
    - when the *Investigator* (or the *Investigator's Family Members*) holds any equity interest in the entity (e.g., stocks, stock options or other ownership interest); or
  - iii. any intellectual property rights and interests (e.g., patents, copyrights), upon receipt of income related to such rights and interests; or
- (b) the occurrence of any reimbursed or sponsored travel (i.e., that which is paid on behalf of the *Investigator* and not reimbursed to the *Investigator* so that the exact monetary value may not be readily available), related to the *Investigator's Institutional Responsibilities*. The details of this disclosure will include, at a minimum, the purpose of the trip, the identity of the sponsor/organizer, the destination, and the duration. IAVI will determine if any further information is needed, including determination or disclosure of the monetary value, in order to determine whether the travel constitutes a *Financial Conflict of Interest*.

The term **Significant Financial Interest** does not include:

- (a) salary, royalties, or other remuneration from IAVI if the *Investigator* is currently employed or otherwise appointed by IAVI including intellectual property rights assigned to IAVI and agreements to share in royalties related to such rights;
- (b) salary, royalties, or other remuneration from a *Subawardee* if the *Investigator* is currently employed or otherwise appointed by that *Subawardee* including

- intellectual property rights assigned to that *Subawardee* and agreements to share in royalties related to such rights;
- (c) income from investment vehicles, such as mutual funds and retirement accounts as long as the *Investigator* does not directly control the investment decisions made in these vehicles; or
  - (d) income from seminars, lectures, or teaching engagements sponsored by, or service on advisory committees or review panels for, or travel that is reimbursed or sponsored by, a federal, state, or local government agency, an *Institution* of higher education as defined at 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.

**Small Business Innovation Research (SBIR) Program:** The extramural research program for small business that is established by *PHS Awarding Components* and certain other Federal agencies under Pub. L. 97-219, the Small Business Innovation Development Act, as amended. For purposes of this *RCOI Policy*, the term SBIR Program also includes the *Small Business Technology Transfer (STTR) Program*, which was established by Public Law 102-564.

**Small Business Technology Transfer (STTR) Program:** A research program included in the *Small Business Innovation Research (SBIR) Program*. See definition of *Small Business Innovation (SBIR) Program*.

**Subawardee** means any subgrantee, contractor, subcontractor or collaborator that is receiving PHS Funding from IAVI and is required to comply with the *Regulation*.

**Technology** means any methodology, information, software, compound, drug, device, diagnostic, medical or surgical procedure, or composition of matter intended for public use or research.

**APPENDIX B**  
**CONFLICT OF INTEREST**  
**ANNUAL DISCLOSURE QUESTIONNAIRE**

**PART 1**

**Directions:** Part 1 of this Conflict of Interest Annual Disclosure Questionnaire (the “*Questionnaire*”) must be completed by IAVI Directors, Director Nominees, Officers, *Key Persons*, employees, employees of Affiliates and consultants and collaborators, in accordance with IAVI’s Conflict of Interest Policy (*COI Policy*). The *COI Policy* can be accessed on SharePoint at this link: [Conflict of Interest Policy](#). **Italicized terms used in this *Questionnaire* are defined in Part 3.**

1. Do you serve as a board member, officer, employee, agent or consultant to another organization or have you served in such a role within the last 12 months?

Yes  No

If “Yes,” please describe your role (in the case of IAVI employees or employees of Affiliates, you must include the approximate time spent per week and approximate compensation, if any):

<u>Organization</u>	<u>Your Role</u>	<b>Required only for IAVI / Affiliate Employees</b>	
		<u>Time/Week</u>	<u>Compensation</u>

2. Do you own or have shares in any entity that has entered into a transaction, agreement or other arrangement with IAVI or which has or is planning to propose or enter into (to the best of your knowledge) such a transaction, agreement or other arrangement with IAVI?

Yes  No

If “Yes,” please describe:

<u>Name of Entity</u>	<u>Description of Ownership Interest</u>	<u>Description of the Transaction, Agreement, or Arrangement</u>

3. Do you have any interests, whether financial or non-financial, in a transaction in which IAVI is a participant or that you believe conflicts with, or could possibly conflict with, IAVI’s mission, programs, or your work with or for IAVI?

Yes  No

If “Yes,” please describe:

4. To the best of your knowledge, does any *Relative* of yours serve as a board member, officer, employee, affiliate, agent or consultant of another entity which might reasonably conflict, or give the appearance of conflicting, with IAVI’s activities, or has any *Relative* of yours entered into a transaction, agreement or other arrangement with IAVI?

Yes  No

If “Yes,” please describe:

<u>Relative’s Name</u>	<u>Relationship</u>	<u>Description (including value of transaction)</u>

5. To the best of your knowledge (i) are you listed as an IAVI project director, principal *Investigator* or a *Senior/Key Person* involved in U.S. National Institute of Health and Public Health Service (NIH) or any other Public Health Service-funded studies or (ii) are you responsible for the design, conduct or reporting of any IAVI research that is funded by the NIH or *PHS*, or that has been submitted to the NIH or *PHS* within the last 12 months or that is expected to be submitted to the NIH or *PHS*?

Yes  No

**If you answered “Yes” to question 5, please continue to Part 2 of the *Questionnaire*. If you answered “No” to question 5, please skip directly to the Certification following Part 3.**

## PART 2

[For Persons involved in *Research* funded by the NIH or PHS]

**Directions:** In accordance with IAVI's *Research Conflict of Interest Policy* (the "RCOI Policy"), in addition to completing Part 1, Part 2 of this *Questionnaire* must be completed by IAVI's or its *Affiliates'* project directors, principal *Investigators* and other *Senior/Key Personnel* responsible for the design, conduct, or reporting of NIH or PHS-funded *Research*.

The questions refer to current interests, income and payments received within the last 12 months.

6. Do you, your spouse or registered domestic partner, and/or your dependent children hold or have received, any of the following, in an amount that, when aggregated, exceeds USD \$5,000 (per entity):

- Income or payment for services from any publicly traded entity that relates to your *Institutional Responsibilities*.
- Equity in any publicly traded entity that relates to your *Institutional Responsibilities*. This does not include holdings in mutual or retirement funds in which you do not directly control investment decisions.

Yes  No

7. Have you, your spouse or registered domestic partner, and/or your dependent children:

- Received income or other payments from any non-publicly traded entity that exceeds USD \$5,000 in the aggregate (per entity)? This does not include payments from IAVI or income from a government agency, institution of higher education or affiliated research institute, academic teaching hospital, or medical center for seminars, lectures, or teaching engagements.

Yes  No

- Acquired or currently own any equity interest in any non-publicly traded entity related to your *Institutional Responsibilities*? This can include any stock, stock options or other ownership interest.

Yes  No

8. Have you, your spouse or registered domestic partner, and/or dependent children received any payments for any intellectual property rights and interests (e.g. patents, copyrights, assigned or licensed to a party other than IAVI) related to your *Institutional Responsibilities* at IAVI (or a *Subawardee* of IAVI)?

Yes  No

9. Have you received travel reimbursement or been sponsored for travel by a third-party entity related to your *Institutional Responsibilities*, including your responsibilities to/for IAVI (from any and each third-party entity)? This does not include travel that was sponsored or reimbursed by a government agency (U.S., federal, state, or local), a U.S. institution of higher education or affiliated research institute, or an academic teaching hospital or medical center.

Yes  No

If you answered “Yes” to any of questions 6-9 in Part 2, please provide information about the income, interest, payment, or reimbursement/sponsorship, and the circumstances:

<u>Description</u>	<u>Details</u>

Thank you for providing the requested information. This information will be used to determine if you have a *Significant Financial Interest* (as defined in the *RCOI Policy*) that is related to a NIH or PHS-funded *Research* project that could directly and significantly affect the design, conduct or reporting of such *Research*. If you acquire or discover any information that would be responsive to questions 6-9 of this *Questionnaire* that was not included in this disclosure, you are required by law to provide an updated disclosure, within thirty (30) days.

### **PART 3 - Definitions**

The following definitions have been taken directly from the Conflict of Interest Policy and Research Conflict of Interest Policy and are included here for ease of reference.

**Institutional Responsibilities:** An *Investigator's* professional responsibilities on behalf of the *Institution* including, but not limited to, activities such as research, research consultation, teaching, professional practice, institutional committee memberships, and service on panels such as Institutional Review Boards or Data and Safety Monitoring Boards.

**Investigator:** The project director/principal *Investigator* and any other person, regardless of title, who is responsible for the design, conduct, or reporting of research funded by *PHS*, or proposed for such funding, which may include, for example, collaborators or consultants.

**Key Person:** Any person other than an IAVI Director or Officer, whether or not an employee of IAVI or an *Affiliate*, who (i) has responsibilities, or exercises powers or influence over IAVI as a whole similar to the responsibilities, powers, or influence of IAVI Directors and Officers; (ii) manages IAVI, or a segment of IAVI that represents a substantial portion of the activities, assets, income or expenses of IAVI; or (iii) alone or with others controls or determines a substantial portion of IAVI's capital expenditures or operating budget. Generally, at IAVI, this includes members of the senior management team.

**PHS:** The Public Health Service of the U.S. Department of Health and Human Services, and any components of the PHS to which the authority involved may be delegated, including the National Institutes of Health (NIH).

**PHS Awarding Component:** The organizational unit of the *PHS* (i.e., NIH) that funds the research that is subject to the *Regulation*.

**Relative:** An individual's spouse, domestic partner, child, grandchild, great-grandchild, sibling, half-sibling, or the spouse of the individual's child, grandchild, great-grandchild, or sibling.

**Regulation:** 42 CFR Part 50, Subpart F "Promoting Objectivity in Research" and any subsequent regulation that may be promulgated in its place.

**Research:** A systematic investigation, study or experiment designed to develop or contribute to generalizable knowledge relating broadly to public health, including behavioral and social-sciences research. This term encompasses basic and applied research (e.g., a published article, book or book chapter) and product development (e.g., a diagnostic test or drug). As used herein, the term includes any such activity, study or experiment for which research funding is available from a *PHS Awarding Component* through a grant or cooperative agreement, whether authorized under the *PHS Act* or other statutory authority, such as a research grant, career development award, center grant, individual fellowship award, infrastructure award, institutional training grant, program project, or research resources award.

**Subawardee** means any subgrantee, contractor, subcontractor or collaborator that is receiving PHS Funding from IAVI and is required to comply with the *Regulation*.



**CERTIFICATION**

I hereby certify that my responses to Part 1 and Part 2, to the extent applicable, of this *Questionnaire* are true, complete and correct. I give IAVI permission to use this information, as provided under IAVI's *Conflict of Interest Policy* and *Research Conflict of Interest Policy*. I agree to promptly update IAVI's General Counsel's Office in the event that I become aware of additional information about any possible conflict of interest.

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date

\_\_\_\_\_  
Print Name

**Please return a completed and executed copy of this *Questionnaire* to the General Counsel's Office at [GeneralCounsel@iavi.org](mailto:GeneralCounsel@iavi.org).**