



ILSI Board of Trustees 2015 Conflict of Interest Policy & Disclosure Form

In their capacity as trustees, the members of the Board of Trustees (the "Board") of the International Life Sciences Institute ("ILSI") must act at all times in the best interests of ILSI. The purpose of this policy is to help inform the Board about what constitutes a conflict of interest, assist the Board in identifying and disclosing actual and potential conflicts, and help ensure the avoidance of conflicts of interest where necessary. This policy is intended to address financial conflicts of interest as opposed to policy conflicts. The policy may be enforced against individual Board members as described below.

Conflict of Interest Policy

1. Board members have a fiduciary duty to conduct themselves without conflict to the interests of ILSI. In their capacity as Board members, they must subordinate personal, individual business, third-party, and other interests to the welfare and best interests of ILSI.
2. A conflict of interest is a transaction or relationship which presents or may present a conflict between a Board member's obligations to ILSI and the Board member's personal, business, or other interests.
3. All conflicts of interest are not necessarily prohibited or harmful to ILSI. However, full disclosure of all actual and potential conflicts, and a determination by the disinterested ILSI Executive Committee members—with the interested Board member(s) recused from participating in debates and voting on the matter—are required.
4. All actual and potential conflicts of interests shall be disclosed by Board members to the ILSI Executive Committee through the annual disclosure form and/or whenever a conflict arises. The disinterested members of the ILSI Executive Committee shall make a determination as to whether a conflict exists and what subsequent action is appropriate (if any). The ILSI Executive Committee shall inform the Board of such determination and action. The Board shall retain the right to modify or reverse such determination and action, and shall retain the ultimate enforcement authority with respect to the interpretation and application of this policy.
5. On an annual basis, all Board members shall be provided with a copy of this policy and required to complete and sign the acknowledgment and disclosure form below. All completed forms shall be provided to and reviewed by the ILSI Executive Committee, as well as all other conflict information provided by Board members.

Acknowledgment and Disclosure Form

I have read the ILSI Board Conflict of Interest Policy set forth above and agree to comply fully with its terms and conditions at all times during my service as an ILSI Board member. If at any time following the submission of this form I become aware of any actual or potential conflicts of interest, or if the information provided below becomes inaccurate or incomplete, I will promptly notify the ILSI President or Chair in writing.

Disclosure of Actual or Potential Conflicts of Interest*:

If you have no conflicts of interest to report at this time, you may simply write, "None." Should a conflict of interest arise later, you should promptly disclose it and recuse yourself from the discussion and decision making on the issue/motion related to your conflict.

Examples of potential conflicts include:

- You own stock in, serve on the board of, or are a paid consultant to a company which sells goods or services to ILSI or from which ILSI is contemplating purchasing goods or services (e.g., a PR firm to be engaged for a branding effort, a potential hotel property for the annual meeting, or a contract laboratory engaged to carry out work for ILSI).
- Your spouse sits on the board of directors of a business which sells goods or services to ILSI or from which ILSI is contemplating purchasing goods or services.
- Anyone in a position to make decisions about spending ILSI's resources (i.e., transactions such as purchases contracts) – who also stands to benefit from that decision – has a duty to disclose that conflict as soon as it arises (or becomes apparent); s/he should not participate in any final decision.

If you are a consultant to a member company, you need not disclose the consultancy unless it relates in some way to your duties as an ILSI trustee. If you are a university faculty member or administrator and you know that a department, another academic, or an employee of your university is applying to ILSI for a grant, you should disclose the affiliation any time that business relating to the grant comes before the ILSI Board, and you should recuse yourself from involvement in any discussion or decision relating to the matter.

Please note that connections and relationships are not inherently conflicts of interest; it is only when they create a real or potential incentive to make a decision on behalf of ILSI that is adverse to ILSI's best interests that they rise to the level of conflicts of interest.

Family or Business Relationships

Do you have a family relationship or a business relationship with any other officer, director, trustee, or key employee of ILSI? For this purpose, business relationships between two persons include any of the following:

1. One person is employed by the other in a sole proprietorship or by an organization with which the other is associated as a trustee, director, officer, key employee, or greater-than-35% owner.
2. One person is transacting business with the other (other than in the ordinary course of either party's business on the same terms as are generally offered to the public), directly or indirectly, in one or more contracts of sale, lease, license, loan, performance of services, or other transaction involving transfers of cash or property valued in excess of \$10,000 in the aggregate during the organization's tax year. (Indirect transactions are transactions with an organization with which the one person is associated as a trustee, director, officer, key employee, or greater-than-35% owner).
3. The two persons are each a director, trustee, officer, or greater than 10% owner in the same business or investment entity.

If the answer is "yes," please describe the relationship.

Board Member Signature: _____ Date: _____

Board Member Printed Name: _____