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Coalition for Epidemic Preparedness Innovations

Policy for Managing Conflict of Interest

1 Purpose and context

The objective of CEPI is to create a global financing and coordination mechanism, and to strengthen public-private collaboration in order to develop, manufacture, and stockpile vaccines for emerging infectious diseases for which no commercial markets exist. CEPI will also support efforts to accelerate vaccine research and development (R&D) during public health emergencies. CEPI will collaborate with governments, philanthropic and non-profit entities, civil society, and industry. Most individuals entrusted with official duties and position by CEPI will have status as employee and/or have other forms of official duties or position with one or more of these entities. Given this collaborative structure and the composition of CEPI's decision-making and advisory bodies, participating individuals and/or institutions may have varying degrees of conflict of interest. The purpose of the Conflict of interest policy (the "Policy") is to ensure the trust of all stakeholders in CEPI's operations, and to protect the integrity and reputation of CEPI's decision-making processes, particularly with regards to allocation and disbursement of resources. This guiding document articulates CEPI's approaches for the disclosure of any conflict of interest, and the approaches for managing them to mitigate operational and reputational risk inherent in such conflicts.

2 Scope

The policy shall apply to all members of the CEPI Board, the CEPI Secretariat, and the CEPI Scientific Advisory Committee, consultative bodies (e.g. Joint Coordination Group, Working Groups, etc.), independent experts and consultants.

3 Definitions

Financial interest

A financial interest arises when an individual, or institution represented by an individual, entrusted with official duties or position by CEPI may benefit financially or in any other significant way from a transaction or other financial arrangement between CEPI and an entity with which the person has:

- an ownership or investment interest;
- a senior leadership or Board member position (whether paid or unpaid);

- a direct or indirect compensation arrangement, including through employment, a business, investment or family member, or in the form of substantial gifts or favours;
- or a potential of securing any of the above.

Non-financial interest

Non-financial interest refers to any non-financial benefit or advantage, including, but not limited to, enhancement of an individual's career, education or professional reputation; access to privileged information or facilities. A non-financial interest may also refer to an individual having competing duties of loyalty to CEPI and the entity by which he/she is employed and/or is an officer, trustee, board member.

Conflict of interest

Conflict of interest is the conflict between the financial or non-financial interests of an *individual* or an *institution* represented by an individual, and the official duties or position entrusted to the individual by CEPI, which may compromise or have the appearance of compromising the individual's impartiality, integrity and professional judgement in acting in the best interest of CEPI, and lead to unfair competitive advantage or disadvantage for such individual or institution represented by an individual during CEPI's decision-making processes.

Individual conflict of interest vs. institutional conflict of interest

Individual conflict of interest exists when financial or non-financial interests of an individual may conflict with official duties or position entrusted to that individual by CEPI.

Institutional conflict of interest exists when an individual entrusted with official duties or position in CEPI is an officer, director, trustee, partner or an employee of an institution that may benefit financially or non-financially from a CEPI decision he or she would vote on.

Associated Person

"Associated Person" in relation to a CEPI associate refers to immediate family members and emotional ties (spouse, partner, parents, children, siblings, mother-, father-, brothers- and sisters-in-law)

4 Procedures

4.1 Disclosure

All individuals employed in the CEPI Secretariat, and individuals that are members of the CEPI Board and the CEPI Scientific Advisory Committee shall be requested to complete a CEPI Declaration of Interests (DOI) form (Annex 1) before assuming employment, official duties or position with CEPI.

Employees of CEPI must update the DOI form annually. All conflicts disclosed in the DOI form will be listed in the COI register (Annex 2) by the Secretariat. Members of the CEPI Board and the CEPI Scientific Advisory Committee must consider whether any update is needed to his/her DOI form prior to every meeting. Completing the DOI form means the individual agrees with the conditions and procedures described by the Policy. If an individual (as described in the Policy's scope, 2) becomes aware at any time that a conflict of interest exists, could be perceived to exist, or is reasonably likely to occur, individuals must disclose these interests promptly to the Chair (if the conflict becomes apparent during a meeting), or otherwise those covered by this policy should promptly disclose these interests to the Secretariat (who will update the Chair of the Board or the Scientific Advisory Committee, if relevant). Affirmative answers to the questions in the DOI do not automatically disqualify or limit participation in CEPI's institutional bodies. An individual who is not able or willing to disclose details in the DOI form must disclose that a conflict of interest situation may exist, after which appropriate action will be taken according to 4.3.

4.2 Review

The DOI form will be submitted to the Secretariat, and reviewed by the CEPI Board, or a committee established and authorized by the CEPI Board to take on this responsibility. The CEPI Board may also ask the Secretariat to review the DOI form and provide a recommendation. The decision-making process through which the CEPI Board determines appropriate action to manage conflict of interest must also adhere to this Policy. Appropriate action will be taken according to 4.3.

4.3 Measures

After the review of the Declarations of Interests, appropriate action to manage the conflict of interest, as determined by the CEPI Board (not including the conflicted Board Member), may include, without limitation:

1. Full participation, with public disclosure of the conflict of interest;
2. Exclusion from participating in the debate (e.g. leaving the room during the deliberation of the issue for which the individual has declared a conflict of interest);
3. Exclusion from participating in the decision-making process corresponding to the issues for which the individual has declared a conflict of interest;
4. Disclosure of the COI to stakeholders (e.g. CEPI's coalition partners);
5. Severance of relationship that creates the conflict, or disqualification from official duties or position entrusted by CEPI;

6. Any other measure required to ensure the trust of all stakeholders in CEPI from official duties or position entrusted by CEPI.

When determining which measure(s) is appropriate, the CEPI Board will take into account (1) the nature of the conflict (2) the closeness of the interest concerned and (3) the value of any potential benefit arising out of the conflict for the individual/institution in question.

4.4 Conflict of interest register

A conflict of interest register (Annex 2) will be established to record all actual or perceived conflict of interest, and the actions taken to address these, as identified by the processes described under 4.2 and 4.3. The register is to be updated by the Secretariat, and will be provided to the Chairs of the Board and the Scientific Advisory Committee and the CEO on request. The Board Members will be updated as to the other Board Members', the Scientific Advisory Committee Members' and the CEO's/senior management's conflicts of interest disclosures at least once per year for transparency.

4.4.1 Call Specific Disclosure for each Call for Proposals

CEPI requires that independent experts, and SAC members declare and disclose any additional potential conflicts elaborated in Section 3 through the DOI form (Annex 1), to specify relations that could influence or bias their judgements in any capacity or form, should such a circumstance arise during engagement within CEPI. This includes any potential future conflicts in terms of funding requests and intended work.

5 Gifts and services

As a general principle, CEPI discourages the exchange of gifts. Employees of CEPI, or individuals entrusted with official duties or position by CEPI, may not receive or offer any gift or anything else (e.g. services) of significant value (above USD 100) for the purpose of influencing directly or indirectly, the actions of CEPI. Gifts received from vendors, suppliers, consultants and partners must be declined or given to CEPI or shared with CEPI generally, and if acknowledgement is appropriate, acknowledged on behalf of CEPI. This Policy is not intended to prohibit normal business practices, such as meetings over meals, corporate items given to participants in meetings and conferences, or token hosting gifts, as long as they are of nominal and reasonable value and promote CEPI's legitimate business interests.

The exchange of gifts should also consider local custom and be in line with applicable laws and regulations. If employees of CEPI, or individuals entrusted with official duties or position by CEPI believes there is an appropriate reason to make an exemption to this Policy for a specific situation, he/she should seek guidance from the Chair of the Board, the CEO or the Secretariat, and thereafter declare this gift (whether or not accepted) by updating or submitting the Declaration of Interests form, if advised. The Chair, the CEO or the Secretariat will take account of the following matters when providing guidance as to whether an exception can be made to this policy:

1. Is the value of the gift trivial?
2. Is the gift in cash? (this is almost always inappropriate)
3. Are gifts being offered on a frequent basis?
4. Does the gift go against normal business/cultural practice?
5. Is there anything strange or suspicious about the timing of the gift?
6. Is the person offering the gift expecting anything in return beyond the scope of a normal business relationship?
7. Would CEPI or the person involved be uncomfortable if it became common knowledge that the gift had been accepted?

Annex 1: Declaration of Interest form

This Declaration of Interest Form is to be read in conjunction with CEPI's Policy for Managing Conflict of Interest and should indicate whether the nominator(s) has any interests that may come into conflict with what is described herewith.

Family Name, First Name:

Title or position:

Legal Entity:

Position: Board of Directors SAC Other CEPI appointed committee:
 Employee Consultant Independent Expert

5.1 Employment or Consulting

Have you or any Associated Person, within the past year, received a remuneration from an external entity with an interest related to the subject matter of your work with CEPI? Please also disclose any current negotiation for future work.

Employment

YES / NO

Consulting

YES / NO

5.2 Research Support

Have you or any Associated Person, within the past year, received support from an external entity with an interest related to the subject matter of your work with CEPI?

Research support, including grants, collaborations, sponsorships, other funding

YES / NO

Non-monetary support within the past year (including equipment, facilities, etc.)

YES / NO

If Applicable, Please also disclose any current negotiation for future work including Organization details.

5.3 Investment Interests

Do you, or any Associated Person, have current investments in a commercial entity with an interest related to the subject matter of your work with CEPI? Please also include indirect investments through trust or holding companies, and exclude mutual funds, pension funds, or similar structures that are broadly diversified?

Stock, bonds, stock options, other securities

YES / NO

Commercial business interests (e.g. JV, partnerships)

YES / NO

5.4 Intellectual Property

Do you, or any Associated Person, have any current intellectual property rights that might be enhanced or diminished by the outcome of your work with CEPI?

Patents, trademarks or copyrights

YES / NO

Property know-how in a substance, technology or process

YES / NO

5.5 Sponsored Travel

Has an external entity with an interest related to the subject matter of your work with CEPI paid you or any Associated Person, within the past year, for any travels?

YES / NO

If Applicable, Please indicate purpose of the trip, the destination, the duration and (if available) monetary value

5.6 Additional Information

Do you or an Associated Person hold an office or other position, paid or unpaid, where you may be expected to represent interests or defend a position related to the subject matter of your work with CEPI?

YES / NO

If not already disclosed above, do you or an Associated Person work for the competitor of a product which is the subject of the meeting or work, or will your participation in the meeting, event or work enable you to obtain access to a competitor's confidential proprietary information, or create for you a personal, professional financial or business competitive advantage?

YES / NO

To your knowledge, would the outcome of the meeting, event or work benefit or adversely affect interests of Associated Persons?

YES / NO

Is there any other aspect of your background or present circumstances not addressed above that might be perceived as affecting your objectivity or independence?

YES / NO

If answers to any of the above questions is yes, please describe in Sections 5.7 and/or 5.8, relationships, transactions, positions you hold (volunteer or otherwise), or circumstances that you believe could contribute to a conflict of interest. If not, please select the box below.

I have no conflict of interest to report.

5.7 Conflict Description

5.7.1 Call Specific Conflicts

Please also specify if there are any potential conflicts pertaining to the current Call for Proposals and elaborate if applicable. This would involve any future work within the scope on the current calls in terms of pathogens, vaccine platforms or technology, for which you would potentially request funding from CEPI.

I have the following conflict of interest to report (please specify other nonprofit and for-profit boards you (or a closely associated person) sit on, any for-profit businesses for which you or an immediate family member are an officer or director, or a majority shareholder, and the name of your employer and any businesses you or a family member own:

I hereby certify that the information set forth above is true and complete to the best of my knowledge. Should there, at any time during my engagement with CEPI, be any change to the above information, I will promptly notify the responsible person and complete a new declaration of interests which describes the changes.

I hereby agree to the terms of the CEPI "Policy for Managing Conflict of Interest".

Signature:

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Date:

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Annex 2 : Register of interests

Name of disclosee	Role in relation to CEPI	Description of interest	Has the Board been notified of the interest?	Date of disclosure	Steps taken by Board for dealing with the conflict	Actions taken by the Board member to address the conflict