

Appendix A

**FLORIDA INTERNATIONAL UNIVERSITY RESEARCH FOUNDATION, INC.
CONFLICT-OF-INTEREST POLICY**

1. Scope. The following statement of policy applies to each member of the Florida International University Research Foundation, Inc. Board of Directors (“Research Foundation Board”) and all Research Foundation Committees (“Committees”).

2. Fiduciary Responsibilities. Section 8 of Article II of the Constitution of the State of Florida states: “A public office is a public trust.” Board and Committee members of the Research Foundation Board serve the public trust and have a clear obligation to fulfill their responsibilities in a manner consistent with this fact. All decisions of the Research Foundation Board and Committees are to be made solely on the basis of a desire to advance the best interests of the Research Foundation and the public good.

Research Foundation Board and Committee members are generally involved in the affairs of other institutions and organizations. Effective boards and committees will include individuals who have relationships and affiliations that may raise questions about perceived conflicts of interest. Although many such potential conflicts are and will be deemed inconsequential, each Research Foundation Board and Committee member has the responsibility to comply with the Code of Ethics for Public Officers and Employees which is contained in Chapter 112, Part III of the Florida Statutes (the “Code”).

3. The Code of Ethics for Public Officers and Employees. The Code of Ethics provides definitions and sets forth the various contexts in which conflicts arise. As defined in the Code,

a “conflict of interest” arises in a situation in which regard for a private interest tends to lead to disregard of a public duty or interest.

Particular attention is required when public officers are in situations involving:

- solicitation and acceptance of gifts;
- favors or compensation;
- contracts and transactions with the Research Foundation;
- unauthorized compensation;
- misuse of public position or confidential information;
- conflicting employment or consulting contractual relationships; and
- employment of relatives.

Thus, each Research Foundation Board and Committee member has a continuing obligation to:

- (a) be familiar with the Code regarding ethics and conflicts of interest and the terms of this Policy;
- (b) disclose to the Research Foundation Board and/or Committee Chair any possible personal, familial, or business relationships that might reasonably give rise to a conflict involving the Research Foundation; and
- (c) acknowledge by his or her execution of the attached "Conflict of Interest Disclosure Form" that he or she is in compliance with the letter and spirit of this Policy and applicable laws.

4. Disclosure. All Research Foundation Board and Committee members shall list on the attached Conflict of Interest Disclosure Form, at least once a year, those relationships:

- (a) that they or members of their family maintain with organizations that do business with the Research Foundation, or
- (b) that could be construed to affect their independent, unbiased judgment in light of their decision-making authority and responsibility.

If a Research Foundation Board or Committee member is uncertain as to whether to list a particular relationship, the Research Foundation Board and/or Committee Chair and the General Counsel of the University should be consulted. Information shared or gathered as a result of such consultations (including information provided on the attached form) shall not be released except

- in accordance with applicable public records laws, or
- when the Research Foundation's best interests would be served by disclosure, or
- as required by court order.

Any such required disclosure will be made only after informing the affected Research Foundation Board or Committee member.

5. Definitions:

The following definitions apply to this policy:

Business Relationship – A business relationship is one in which a Research Foundation Board or Committee member or a Research Foundation Board or Committee member's spouse or child serves as an officer, director, or proprietor of, or has a material interest in, an organization that does business with the Research Foundation or Florida International University.

Material Interest - a direct or indirect ownership of more than 5 percent of the total assets or capital stock of any business entity constitutes a material interest.

Attached is the Florida International University Research Foundation, Inc. Conflict of Interest Disclosure Form, which each Research Foundation Board and Committee member must file with the Research Foundation Secretary on or before July 1st of each year, unless a change necessitating an amendment occurs prior to July 1st of the following year.