

Conflict of Interest Policy for Marywood University

I. Definitions

- **Covered Individuals** - All faculty members, administrators, staff and anyone employed by the University in any capacity, including, but not limited to, independent contractors while performing services for the University.
- **Business Relationship** – One in which a Covered Individual (or a Covered Individual’s Family Member), serves as an officer, director, employee, partner (greater than 5%), trustee, agent, or stockholder (greater than 5%) of an organization that does business with the University. Covered Individuals are deemed not to have a material financial interest in a publicly traded entity by reason of an investment in that entity through another publicly traded entity, such as through a mutual fund, where the Covered Individual (or a Covered Individual’s Family Member) does not control investment decisions for such entity.
- **University** – Marywood University.
- **Senior administrators** - Vice Presidents, Deans, Chairs, Supervisors/Managers, and Directors.
- **Conflict of Interest (“COI”)** – No definition of conflict of interest is sufficiently inclusive to cover all possible forms of a COI. COI generally refers to a divergence between an individual’s private interests and his or her professional obligations to the University such that an independent objective observer might reasonably question whether the Covered Individual’s professional actions or decisions are determined or influenced by considerations of personal gain, financial or otherwise. A determination of a COI depends on an assessment of the totality of the circumstances, and not on the character or actions of the individual. Covered Individuals have an affirmative responsibility to identify all actual or potential COIs in whatever forms so that the University may evaluate and determine whether a COI exists. The University offers the following non-exclusive definitions solely as guidance and not determinations of an actual or potential COI:
 - *Actual COI* – Actual COIs are, most generally, situations in which Covered Individuals have interests or relationships, including personal or Business Relationships that might reasonably be construed to affect their independent, unbiased judgment when making or participating in their making decisions on behalf of the University where such decisions will or could materially benefit

them directly or indirectly, or benefit the Covered Individual or their Family Members.

- *Potential COI* – A potential COI occurs when a Covered Individual’s personal or private interests or Business Relationships might lead an independent objective observer reasonably to question whether the individual’s professional actions or decisions are influenced by the considerations of a Business Relationship or significant personal interest, financial or otherwise. A Covered Individual is considered to have a potential conflict of interest when:
 - The Covered Individual or Family Member may receive a financial or other significant benefit, directly or indirectly, as a result of the Covered Individual’s position at the University;
 - The Covered Individual or Family Member has the opportunity to influence the University’s financial, business, administrative, or other material decisions in a manner that leads to the Covered Individual’s (or a Family Member’s) personal gain or advantage; or
 - The Covered Individual or Family Member has an existing or potential financial or other significant interest, which impairs or *appears to impair*, the Covered Individual’s independence in the discharge of their responsibilities to the University.
- *Apparent or Perceived COI* – A circumstance where a COI might appear to or be perceived by a reasonable outsider (i.e., a disinterested person or entity) to exist *even if* no actual or potential COI exists. This type of COI is more about the optics of a situation and how the Business Relationship could reasonably be perceived as potentially influencing the Covered Individual’s judgment or actions when Transacting Business for the University even if the Covered Individual is acting impartially.
- **Family Member** – A spouse, domestic partner, parent, sibling (whether whole, half blood, or step), child (natural or adopted), grandchild (including spouses of siblings, children, and grandchildren), any other member of a Covered Individual’s household, or any other relative or person who does or could exert influence over the Covered Individual.
- **Transacting Business** includes the full spectrum of the University’s actual or prospective commercial activities, including but not limited to purchasing, selling, hiring, contracting, investing, licensing, preparing grants and/or receiving funds therefrom, and leasing.

II. Purpose and Scope

This COI Policy (“Policy”) applies to Covered Individuals. The Policy does not include the Board of Trustees, which is governed by a separate *Conflict of Interest Policy* (See, *Conflict of*

Interest Policy for Trustees; see, also, the *Conflict of Commitment Policy* applicable only to faculty).

When Transacting Business, Covered Individuals must make all University-related decisions solely on the basis of a desire to advance the best interests of the University. Covered Individuals shall perform their responsibilities at the University a) free from actual, potential or perceived bias motivated by self-interest and b) in accordance with established University policies.

Activities with a potential COI generally include three categories:

1. Activities that are permissible because they do not compromise or appear to compromise the independent judgment of employees, the integrity of faculty and student interactions, or other interests of the University.
2. Activities that may be permissible following full disclosure and that can be managed in accordance with appropriate University policies, to promote institutional integrity, academic standards, and intellectual value.
3. Activities that are prohibited because they conflict with University policy(ies) or the law.

III. Policy:

A. Duty to Avoid COI

1. Employees are required to:

- (i) Aide by the Policy and standards set forth herein, including any procedures related to the Policy;
- (ii) Disclose fully and annually on the University Conflict of Interest Disclosure Form, with appropriate and timely updates when identified, all professional and relevant personal activities and relationships that create a COI or have the potential or appearance of creating a COI related to their University employment or retention for services for the University (See, the University's COI Disclosure Form in the Forms page of the University website.
- (iii) Remediate the COI and/or comply with any plan prescribed by the University to alleviate any COI;
- (iv) Timely disclose any actual, potential or apparent COI, in writing per the University Conflict of Interest Disclosure Form to the Director of Human Resources and University General Counsel, who will assist with evaluating and remediating the disclosed COI.

2. Senior Administrators are required to be familiar with the Policy and to implement it when needed, including adopting specific procedures for their colleges and departments to assure knowledge of and timely compliance with the Policy.

3. A COI is deemed to exist when a Covered Individual or Family Member possesses a financial interest in an activity that involves the University, e.g., a Family Member has an interest in an

office supply company and then a Covered Individual purchases office supplies or services from that Family Member's company for the University.

4. Covered Individuals must not participate in a University Business Transaction with themselves or a related third party without the prior written disclosure to and written approval of the vice president responsible for the Covered Individual's department/division, in consultation with the General Counsel.

B. Potential COIs – Covered Individuals:

1. Are required to avoid actions or engagements that conflict with their position within and/or responsibilities (e.g., independent contractors) to the University. Covered Individuals shall refrain from activities that are more likely than not to give the appearance of a COI in the performance of their duties or that they may be using their position(s) or knowledge gained from their University employment to influence decisions to their personal advantage, or to the professional or personal advantage of a Family Member.

2. Must act in good faith in the fulfillment of their duties for the University and avoid any actual or potential COIs between personal interests and the best interests of the University. COIs involve situations in which financial or other personal considerations directly and significantly affect, or have the appearance of directly and significantly affecting, a Covered Individual's professional judgment in performing their University duties and responsibilities.

3. Are expected to consult with the University's General Counsel or Director of Human Resources should there be questions about whether an actual or a perceived COI exists.

4. Are required to complete annually the Covered Individual's COI Disclosure Form by November 30th of each year or upon the Covered Individual's date of employment, with timely updates to COI Disclosure Form as needed. Additionally, when a Covered Individual becomes aware of an actual, potential or apparent COI (not previously disclosed on the Covered Individual's COI Disclosure Form), such COI must be reported as soon as possible to the Covered Individuals immediate supervisor *and* to the Director of Human Resources; and,

5. Must refrain from Transacting Business or making decisions regarding Business Relationships or remove themselves from a position of decision-making authority with respect to any such circumstance in which they have any actual, potential or perceived COI involving the University.

The following list provides examples of activities or actions that merit case-by-case examination to determine whether they create a COI that can either be managed appropriately or must be eliminated. This list is intended to serve as guidance only and is not all inclusive and other circumstances may require case-by-case consideration and determination by the University manager or supervisor designated in the Policy:

- Consulting activities;

- The purchase of goods or services for the University from businesses in which the Covered Individual or a Family Member has a financial interest, or as a result of such purchase, may directly or indirectly benefit them;
- Receipt of gifts, gratuities, loans, or special favors (including trips or speaker's fees) from research or other University sponsors, contract partners or vendors;
- Holding an ownership interest by the Covered Individual or a Family Member in any real or personal property which the University leases or owns;
- Holding an equity, royalty, or debt instrument interest by the Covered Individual or a Family Member in an entity providing to the University financial support, including research or other support or services, when such support will benefit the Covered Individual or Family Member;
- Receipt directly to the Covered Individual from non-University sources of cash, services, or equipment provided in support of the Covered Individual's University-related activities or responsibilities;
- Memberships on board of directors, councils, or advisory groups (or similar bodies) of governmental, for-profit, or not-for-profit entities that have a Business Relationship with the University;
- Use of information received in one's position at the University for personal purposes;
- A Covered Individual or a Family Member accepting employment with or compensation from any entity Transacting Business with the University; and
- Employment, promotion or retention for services to the University of a Family Member that results in the Family Member reporting directly to the Covered Individual.

III. Gifts

Covered Individuals shall not encourage or accept gifts, payments or favors ("Gifts") for themselves or Family Members, from any individual or entity that to the Covered Individual's knowledge, has Transacted Business or seeks to Transact Business, with the University. Covered Individuals may accept Gifts of a nominal value (i.e., less than \$250) without prior approval, such as small speaker's gifts or promotional items. Acceptance of a modest meal or refreshments in connection with attendance at professional meetings and events sponsored by industrial, technical, professional, or educational associations is permissible. The provision of moderately priced meals or refreshments is also permissible as part of business meetings that advance the University's interests and relationships. If an employee or department receives a Gift that does not comply with the Policy, the Covered Individual or the Covered Individual's department must promptly return the Gift, and request that the person or entity providing the Gift refrain from offering Gifts in the future. If the Gift cannot be returned, the Covered Individual receiving the Gift should consult with their supervisor (for staff) or the appropriate vice president or department head (for administrators) to discuss alternatives, such as repayment of market value or donation. This prohibition is not avoided by designating that such Gifts be directed, instead, to Family Members.

IV. Confidentiality

Covered Individuals may not use University documents, data, and information acquired as a result of employed by or service to the University for any purpose unrelated to University

business; request University documents, data, and information other than for University business purposes; or provide any such documents, data, and information to any third party without proper prior written authorization from the appropriate supervisor or vice president, in consultation with the Director of Human Resources and, when warranted (e.g., a legal implication or question is prompted by the Gift), University General Counsel.

V. Actions Not Void or Voidable

No transaction or action undertaken by the University shall be void or voidable, or may be challenged as such by an outside party, by reason of having been undertaken in violation of the Policy or the principles set forth herein.

VI. Noncompliance

Failure to disclose actual, potential or perceived COIs or failure to abide by the Policy may result in sanctions for a Covered Individual up to and including removal from the Covered Individual's current position or termination of employment and/or services.

Related Policies:

Conflict of Commitment

Code of Conduct

History:

2025-10-25 – The Board of Trustees ratified the actions of the Executive Committee approving the establishment of this policy at their meeting on October 23rd, 2025.

**Marywood University
Policies and Procedures**