



CONFLICT OF INTEREST POLICY

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Objective

DNDi's mission is to improve the health of people suffering from neglected diseases by developing new drugs or new formulations for these patients. Acting in the public interest, DNDi is part of a small ecosystem, working closely with the founding partners, private industry, academia, public bodies and authorities, and other not-for-profit organizations. In this context, the purpose of the Conflict of interest Policy (the "Policy") is to contribute to stakeholders' trust in DNDi's operations and support integrity in decision-making. It is not to avoid all conflicts, but rather to help identify, reduce and address them.

This policy brings more clarity on the principles set in DNDi by-laws (Section VI, art. 34 to 36). It shall be considered in relations with other policies guiding the conduct of DNDi Members at DNDi, in particular:

- DNDi Code of Conduct
- DNDi Code of Practice for the Scientific Advisory Committee
- DNDi Internal control system
- DNDi Procurement policy
- DNDi Global Staff policy
- DNDi Fraud and Corruption Prevention policy
- DNDi Research Misconduct policy
- DNDi Policy for Scientific and Clinical External Communications

Acceptance of any collaboration with DNDi entails a commitment to assign priority to the needs and goals of DNDi. Each DNDi Member (as defined in Section II) must be alert to the possibility that outside obligations, financial interest or employment relationships run the risk of compromising their objectivity.

When a DNDi Member has significant interests in a company, organization or institution external to DNDi, or receives compensation, funding, or other assistance from entities external to DNDi, whose activities are connected to DNDi activities, there is the potential for the creation of a conflict of interest.

DNDi has always been committed to the highest possible standards of openness, honesty and accountability, and is determined to maintain a culture of transparency. Based on the same standards, DNDi Members shall also declare COI to third parties when interacting with them on behalf of DNDi.

Scope

This policy applies to all Offices and all DNDi Members.

In accordance with local laws and legal entity requirements, some DNDi Offices may need to develop a local conflict of interest policy. Such local policy must abide by the general principles and rules stated in this Policy.

Definitions

“DNDi Members” shall mean: any member of any governing body of the DNDi international network, any member of consultative bodies set up by DNDi (e.g., Scientific Advisory Committee, Audit Committee, DNDi Access Committee, etc.), and all DNDi Staff (as per the Staff classification in Global Staff Policy).

“Associated Person” shall mean, in relation to a DNDi member: immediate family members and emotional ties (spouse, parents, children, siblings, mother-, father-, brothers- and sisters-in-law and anyone who shares his/her home...)

“Covered Individual” shall mean any DNDi member and Associated person.

“Conflict of Interest” (or “COI”) refers to situations in which an interest or activity may compromise, or have the appearance of compromising, an individual’s professional judgment in performing actions in the best interest of DNDi. A COI arises when:

- the Covered Individual has a Financial Interest in relation to an entity with which DNDi has negotiated or is negotiating a contract or other arrangement, or which could benefit or be adversely affected as a direct result of DNDi’s action on a particular matter;
- any other interest, personal or professional, could directly and significantly affect the activity performed by the Covered Individual.

“Financial Interest” consists of one or more of the following interests of the Covered Individual, that reasonably appear to be related to his/her responsibilities:

- salary or other payments for services (e.g., consulting fees or honoraria) received from external entities;
- equity interests (e.g., stocks, stock options or other ownership interests) in external entities;
- intellectual property rights and interests (e.g., patents, copyrights, royalties);
- Any sponsored travel.

as further characterized in the Interest Disclosure Form.

The term does not include:

- Assets or equity interests (and associated income) positioned on investment vehicles, such as mutual funds and retirement accounts (as long as the Covered Individual does not directly control the investment decisions made in these vehicles);
- Sponsored travel from government, academic institution, medical center or a research institute affiliated with an academic institution.

Policy

Where facts known to a person reasonably suggest an actual, potential, or apparent conflict of interest, the DNDi Member is expected to disclose the situation in good faith consistent with the spirit and objectives of this Policy. To that effect, conflict of interest disclosures, discussions, and resolutions must be documented in writing, respecting the principle of Confidentiality. Verbal disclosure can be implemented as an exception.

1. Disclosure

Interest Disclosure Forms shall be completed for all DNDi Member at the following time:

- when this Policy will be implemented
- upon the initiation of the relationship with DNDi;
- As part of the annual renewal process (see 1b);

on an ad-hoc basis (as soon as becoming aware of any actual, potential or apparent COI, or upon explicit request).

a) Initiation of the relationship with DNDi

At the start of relationship with DNDi (i.e., new contract for employee or consultant, official designation as member of a committee), each DNDi Member shall complete and submit Interest Disclosure Form that lists their known COI:

- Committee membership (Board(s), SAC, Audit committee, ad-hoc committee) to the Chair of the relevant committee; Chairs should report to the Secretary when the position exists, or to an official member of the relevant committee and a director of the Executive team;
- Staff.

The Interest Disclosure Form process is initiated by:

- For Committee members: the DNDi administrative support of the committee, on behalf of the Chair of the committee
- For Staff: by the Human Resources department.

DNDi Members with no COI to disclose should also complete the Interest Disclosure Form and indicate the absence of COI.

b) Renewal of Declarations

On a yearly basis, all Staff will receive an email (with the policy link attached) asking them to review their Interest Disclosure form and proactively reach out to their HR Focal Point with an updated form if their situation has changed.

For committee members, at the beginning of each meeting, as a standing agenda item, the Chair will remind attendees to comply with the Policy and a summary of the individual existing disclosures is shared only with those who have a need to know under this Policy. At the renewal of the mandate, members will confirm and/or update their previous Interest Disclosure Form. Also, if and when the employment situation of a committee member changes significantly (e.g., new employer, new position at current employer), if this new position creates an actual, potential or perceived COI, the committee member should file a new Interest Disclosure Form.

c) Ad-hoc Declaration

As soon as becoming aware of any actual, potential or apparent COI, or upon explicit request, a DNDi Member must declare the COI:

- For Staff, to its line management and/or the Strategy and Operations Director, and for the Executive Director, to the Chair of the Board or to the Strategy and Operations Director
- For the committee members, to the Chair of the committee and/or the Director/Head in charge of the committee.

If such situation occurs during a meeting or in an unexpected manner that do not enable the DNDi Member to fill the Interest Disclosure Form, the individual has to disclose verbally the situation.

The DNDi Member involved in the COI may acknowledge the situation and recuse oneself without going through the process of the review.

2. Review

The Interest Disclosure Form will be reviewed by a COI Review Committee. It will be composed by a minimum of two persons, as followed:

- For Staff's declarations: minimum two Directors (one from the line management, and one from the Operations department);
- For the Executive Director declarations, the Chair of the Board and the Strategy and Operations Director
- For the committee members' declarations: at least the Chair of the committee and a Director of the Executive team.
- For the Chair: the Secretary when the position exists, or an official member of the relevant committee and a director of the Executive team.

The COI Review Committee will determine whether a COI actually or potentially exists or appears to exist. The COI Review Committee may invite any other relevant person (e.g., procurement officer, project manager, etc.) for advice.

As a good practice, specific leaders will be part of this COI Review Committee when the type of interest falls into their field/scope of intervention. In particular:

- Finance leadership, when the COI implies financial considerations;
- R&D leadership, when the interest is linked to R&D;
- Regional leadership, when the interest is linked to their region;
- etc.

Furthermore, the COI will be assessed and managed in conformity with any applicable law and relevant funders or partner's requirements.

3. Measures

After review, the COI Review Committee will specify the actions to be taken to manage the conflict(s). Such actions may include, without limitation:

- a. Abstention to participate in the debate (e.g. leaving the room, call...)
- b. Abstention to participate in the decision-making process
- c. Severance of relationship that creates the conflict;
- d. Public disclosure of the COI (e.g. when presenting or publishing the research);
- e. Disclosure of the COI to stakeholders (e.g. partners, staff, committee members, etc.);
- f. Appointment of an independent monitor capable of taking measures to protect the design, conduct and reporting of the research against bias resulting from the COI;
- g. Change of personnel or personnel responsibilities, or disqualification of personnel from participation in all or a portion of the project affected by the COI;
- h. Modification of the research/purchase/funding/partnership plan;
- i. Any other measure required by DNDi funders or partners.

If appropriate, the COI Review Committee may determine that additional interim measures are necessary between the date of disclosure and the completion of review.

In the case of a **verbal disclosure** (i.e. in meeting situation), the Chair of the meeting will take appropriate measures (in particular a. and b. listed above). It is recommended that he/she consults a committee member to make the decision. Such decision will be reported in the minutes of the meeting.

The COI Review Committee will give an opportunity to the DNDi member to be involved in the determination of a COI and of appropriate corrective actions, if any. However, final decision will be made by the COI Review Committee.

Decision made under this Policy by the COI Review Committee, shall be communicated to the DNDi Member in the form of a written statement that sets forth the basis for the decision.

In the event DNDi identifies a COI that was **not disclosed** timely by the DNDi Member, the COI Review Committee will complete a retrospective review of the activities of the Covered Individual to determine whether the activities, conducted during the time period of the non-compliance, was biased. Corrective action may be taken, as well as any disciplinary measures pursuant to HR Policy or relevant committee rules.

4. *Miscellaneous*

Confidentiality & Disclosure - Except to the extent required by law, the information disclosed will be kept confidential and will be shared only with those who have a need to know under this Policy. The DNDi Member should know, however, that DNDi may be required to report the existence of a COI to funders, partners or any other third parties pursuant to applicable law, regulations, guidelines or policies.

Implementation - Regular communications and discussions with teams will also be organized to raise awareness around COI stakes for DNDi.

Archiving: For staff the HR department will maintain records relating to this Policy (e.g. initial/annual Interest Declaration Forms, specific COI documentation and related measures...), for the period mentioned in the Privacy Notice received by the individual. For committee members, the retention duration will follow the Privacy Notice for committee members and it is the DNDi administrative support of the committee will maintain the records (e.g. DNDi Executive Office or other Board assistant for Board matters, R&D assistant for SAC, Finance Director for Audit Committee,..).

5. *Gifts and services*

As a general principle, DNDi discourages the exchange of gifts. DNDi Members and Associated Person may not receive or offer any gift or anything else of significant value (e.g. services) for the purpose of influencing directly or indirectly, the action of DNDi or of the recipient.

Gifts received from vendors, suppliers, consultants and partners must be declined or given to DNDi or shared with DNDi generally, and if acknowledgement is appropriate, acknowledged on behalf of DNDi. 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 (less than EUR 50) and promote DNDi's legitimate business interests.

The exchange of gifts should also consider local custom and be in line with applicable laws and regulations. If a DNDi Member believes there is an appropriate reason to make an exemption to this Policy for a specific situation, they should declare to their line management Director or Chair of the committee (and for Chairs/Executive director, to another Committee member as described above).

References

Previous version of the policy is the main source for this new version.