



UGENOME AI

## UGenome Conflict of Interest Policy

**Effective Date:**

### **1.0 Introduction & Purpose**

UGenome Public Benefit Corporation (UGenome PBC or simply UGenome) requires its directors, officers, employees, members and volunteers to observe high standards of business and personal ethics in the conduct of their duties and responsibilities.

UGenome depends on the active involvement and voluntary leadership of its members to accomplish its mission and to maintain its credibility as a valued resource. All shall scrupulously avoid any conflict between their own respective personal, professional, or business interests and the interest of the UGenome, in any and all actions taken by them in their respective capacities on behalf of the UGenome.

This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations. The Executive Board (the “Board”) of the UGenome, recognizing that it is entrusted with resources devoted to public benefit purposes, has adopted this Conflict of Interest Policy (the “Policy”). The purpose of this Policy is to foster public confidence and to protect the UGenome’s interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of a director, officer or other person in a position of authority within UGenome which strives to avoid conflicts of interest to ensure that it preserves the highest standards of integrity and ethical principles. When in a leadership position, UGenome requires that leaders conduct themselves with honesty and integrity.



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### 2.0 Definitions

1. Interested Person. Any UGenome executive board, Board of Directors, Advisory Board, or with the position of Director or higher, or key employee
2. Duty of Loyalty of Interested Persons. The duty to loyalty requires that directors, officers, and others in leadership positions act in the best interest of UGenome. Directors and others in leadership positions of other organizations may have interests that conflict with those of the organization. Interested persons must be aware of the potential for such conflicts and act with candor and care in dealing with such situations. It is in large part the manner in which persons deal with a disclosed or hidden conflict that determines the propriety of the transaction.
3. A Conflict of Interest (COI). Individuals have an actual or potential COI when they or their business partner(s), employer, an individual's spouse or partner, ancestors, children, grandchildren, great grandchildren, siblings (whether by whole or half-blood), and the spouses of children, grandchildren, great grandchildren, and siblings have a financial interest or other potential for gain related to matters before that person. (Reference: Relationships to be disclosed are identified in the IRS Instructions for Form 990 Return of Organization Exempt from Income Tax and Form 1023 Application for Recognition of Exemption Under Section 501©(3) of the Internal Revenue Code, Instructions for Form 1023 Additional Material, Appendix A.)

An individual's participation may be conflicted or biased when one promotes or advocates decisions that are based on expected personal gain or benefits other than the best interest of UGenome. For this purpose, the term "conflict of interest or bias" means any financial interest or potential for gain that (1) could impair the individual's objectivity; or, (2) could create an unfair competitive advantage for the individual or one of the individuals/entities noted in the previous paragraph.

There is no COI when the individual receives reimbursement of actual expenses. If an individual is an employee of a firm that is giving support to UGenome and the individual is in the leadership that makes decisions on how the support is used, that person must recuse him/herself from voting on this matter.

Acts that mix the personal or financial interests of an Interested Person with the interests of UGenome are indicative of a conflict of interest. Not every potential conflict is an actual conflict. However, acts that even have the appearance of a conflict of interest can be damaging to the reputation of UGenome. Consequently, UGenome seeks to appropriately manage potential and actual conflicts of interest as well as the appearance of such conflicts.

### 3.0 Procedures to Disclose and Resolve Conflicts

1. Duty to Self-Disclose. The primary obligation of any person subject to this Policy who may be involved in a conflict of interest situation is to bring it promptly to the attention of those



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designated under the disclosure procedures so that the potential conflict can be evaluated and addressed.

2. Disclosure of Conflicts of Others. If an Interested Person becomes aware of a situation in which an individual is potentially taking advantage of his/her position and acting for his or her own interest, the Interested Person should inform the individual of the basis of such a belief and afford the person an opportunity to explain the alleged failure to disclose.
3. Recusal of Self. Any Interested Person may recuse himself or herself at any time from involvement in any decision or discussion in which the individual believes he or she has or may have a conflict of interest, without going through the process for determining whether a conflict of interest exists.
4. Evaluation of Potential Conflict. After disclosure of all material facts and any follow-up discussion with the Interested Person with a potential conflict of interest, a determination must be made about whether a material financial interest, self dealing transaction or other kind of actual conflict exists. If the potential conflict is first disclosed during a Board or Committee meeting at which the Interested Person with the potential conflict is in attendance, the Interested Person shall leave the meeting while the determination of whether a conflict of interest exists is either discussed and voted upon or referred to Committee for further consideration. In either event, the decision-making body will evaluate the disclosures by the Interested Person, and will determine on a case-by-case basis whether the disclosed activities constitute an actual conflict of interest.

If the disclosure is made outside of the context of a meeting, then the determination of whether a conflict exists will be referred to the Governance Manager for discussion, decision and action. The Governance Manager may, as needed, consult with the Executive Board's Governance Committee.

Factors the decision-making body may consider when determining whether an actual conflict exists include the proximity of the Interested Person to the decision-making authority of the other entity involved in the transaction, and the degree to which the Interested Person might benefit personally if a particular transaction were approved.

Where it is determined that an actual conflict of interest exists, the decision-making body will recommend an appropriate course of action to protect the interests of UGenome. All disclosures and the outcome of the deliberation about whether a conflict of interest exists will be recorded in the minutes of the appropriate deliberative meeting.

### 4.0 Records of Proceedings

The minutes of the Board/Committee/Council or other meeting shall contain:



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1. The names of the Interested Persons who disclosed or who otherwise were found to have a financial or other interest in connection with an actual or possible conflict of interest, the nature of the financial or other interest, any action taken to determine whether a conflict of interest was present, and the Board of Directors decision as to whether a conflict of interest in fact existed.
2. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

### 5.0 Annual Statements

1. Persons who shall be asked to annually sign a statement on the conflict of interest acknowledgement form or such other form as the Board adopts include executive board, Board of Directors, Advisory Board, or with the position of Director or higher, or key employee. This activity, at a minimum, affirms that such a person:
  - a. has received a copy of the Policy
  - b. has read and understands the Policy
  - c. has agreed to comply with the Policy
  - d. discloses personal financial interests and family relationships that could give rise to conflicts of interest, and
  - e. understands UGenome is a public benefit corporation and as such must consider the interests of both shareholders and other stakeholders, such as employees and human health.
  - f. Conflict of interest disclosure forms will be submitted to UGenome Governance Manager annually, and when appropriate, at or prior to action on relevant business transactions.

### 6.0 Periodic Reviews

1. To ensure that UGenome operates in a manner consistent with its status as an organization exempt from federal income tax, the Board of Directors shall at least every five years authorize and oversee a periodic review of the policy and its administration by a Governance Committee.
2. The review may be written or oral. The review shall consider the level of compliance with the policy, the continuing suitability of the policy and whether the policy should be modified and improved.



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### Conflict of Interest Acknowledgment

UGenome requires its directors, officers, employees and volunteers to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. UGenome depends on the active involvement and voluntary leadership of its members to accomplish its mission and to maintain its credibility as a valued resource.

All shall scrupulously avoid any conflict between their own respective personal, professional, or business interests and the interest of UGenome, in any and all actions taken by them in their respective capacities on behalf of the UGenome.

UGenome's conflict of interest policy and procedures are designed to foster public confidence in the integrity of UGenome and to protect the UGenome's interest when it is contemplating entering a transaction or contract that might benefit the private interest of an executive board, Board of Directors, Advisory Board, or with the position of Director or higher, or key employee.

UGenome supports a culture of transparency, trust and integrity in all UGenome management and business practices. A conflict of interest may arise when, due to a competing outside interest, an individual has an opportunity to influence UGenome activities in a way that could lead to, or appear to lead to one's personal, professional or business gain or advantage. I hereby acknowledge that I have received a copy of UGenome's conflict of interest policy, have read and understood it, and agree to comply with its terms.

Name: \_\_\_\_\_

UGenome Position: \_\_\_\_\_

To your knowledge, do you or a person identified in Article II(3) of the UGenome Conflict of Interest Policy receive financial compensation (salary, honoraria, investment income) from an organization that has something to gain for UGenome policy statements?

Yes No

I agree to carry out my responsibilities as a \_\_\_\_\_ in UGenome in an objective and unbiased manner for the best interest of UGenome.

Signature: \_\_\_\_\_

Date: \_\_\_\_\_



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### **Record of Potential or Actual Conflict of Interest**

As a member of UGenome's executive board, Board of Directors, Advisory Board, or with the position of Director or higher, or key employee, the following is a record of my disclosure of a potential or actual conflict of interest.

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