



CONFLICT OF INTEREST POLICY AND PROCEDURES

I. Purpose.

The purpose of this policy is to protect the interests of MVMREF when any situation may cause an officer, director or employee to have to choose between personal interests and the interests of MVMREF or any situation that may call into question their independence or impartiality.

II. Application of Policy

Pursuant to 38 U.S.C. § 7366(c), as amended by Public Law 111-163, all directors, officers, and employees of MVMREF are subject to this conflict of interest policy. This policy is intended to supplement, but not replace, applicable federal and state laws governing conflicts of interest including those VA policies pertaining to research conflicts of interest. Persons who are also VA employees, including WOCs appointees, are also subject to the ethics laws and regulations governing Federal employees.

III. Definitions

Conflict of interest: A conflict of interest exists when the financial interests of a director, officer or employee competes with the interests of MVMREF. It includes situations where the relative of a director, officer or employee has an existing or potential financial or other material interest in a MVMREF matter under consideration by the director, officer or employee. It includes situations where a director, officer or employee has a relationship or is contemplating a relationship with another organization whose interests may be affected by a MVMREF matter under consideration by the director, officer or employee. Additionally, personal and business relationships that create the appearance of a conflict of interest that are unrelated to personal financial gain, may be deemed to be conflicts of interest.

A financial or other interest is not necessarily a conflict of interest. Persons affiliated with MVMREF are encouraged to recognize conflicts of interest and bring them to the attention of the Executive Director. A financial or other conflict of interest exists only when the MVMREF board of directors (Board) decides a person with an interest has a conflict of interest.

Key Employee(s): As defined by the IRS.

Relatives: For purposes of this policy, “relatives” include the spouse, parent, child and any other relative by blood or marriage with whom an MVMREF officer, director or employee has similarly close personal ties as well as any other member of their household.

Financial interest: An MVMREF director, officer, employee has a “financial interest” if through business, investment a relative or another business relationship, they have an ownership or investment interest in, or a compensation arrangement with, any entity or individual with which MVMREF has or is contemplating a transaction or arrangement.

Business associate: A “business associate” is any person or entity with which an MVMREF officer, director or employee, or any of their relatives, engage in the exchange of goods or services for remuneration.

IV. Duty to Disclose Potential Conflicts of Interest

All directors, officers and employees of MVMREF have a duty to disclose any situation that involves personal, familial or business relationships that may give rise to a real or perceived conflict of interest as soon as it is known.

V. Disclosure Procedures

In addition to the ongoing duty to disclose described in Section IV above, all MVMREF directors, officers, and employees will complete a Disclosure Questionnaire (Attachment A) and an Affirmation of Compliance (Attachment B) upon initiating their association with MVMREF. Officers, directors and employees with decision-making authority (“key employees”) will submit a new disclosure and affirmation statement any time a change in their circumstances may result in a potential conflict of interest, but at least annually.

Disclosure Questionnaires will be submitted and reviewed as follows:

Board members, officers (including the executive director) and key employees will submit their completed Disclosure Questionnaire and Affirmation of Compliance to the executive director. Any questionnaire with a disclosure will be provided to the Board to review. The Board will decide whether any disclosures represent actual, perceived or potential conflicts of interest.

Administrative personnel other than key employees and employees working directly on VA research or education will submit their completed Disclosure Questionnaire and Affirmation of Compliance to the executive director upon initiating their employment. The executive director will review the forms and will provide any with disclosures (“yes” responses”) to the president and the employee’s supervisor. Together the supervisor, executive director and president will decide whether any disclosures represent actual, perceived or potential conflicts of interest that require consideration by the Regional Counsel and Board.

Disclosure Questionnaires may contain confidential information and will be treated as confidential documents. The executive director will file Disclosure Questionnaires and Affirmations of Compliance with the official records of MVMREF and will retain annual disclosures for three years. Disclosure Questionnaires of employees subject to the requirement for one-time disclosure will be retained until the end of the individual's MVMREF relationship.

If a potential conflict of interest arises subsequent to submitting a Disclosure Questionnaire or between submissions, a director, officer or employee will promptly bring the situation to the attention of the president of the Board, the executive director or their supervisor as follows:

- Members of the Board, officers and the executive director: the president of the Board.
- Key administrative employees: the executive director.
- Office of Regional Counsel.
- Employees directly or indirectly engaged in VA research or education: supervisor or the executive director.

Such disclosures will be reviewed in accordance with the procedures described above for disclosures made on Disclosure Questionnaires.

VI. Procedures for Review of Potential Conflicts

Whenever there is reason to believe that a potential conflict of interest exists between MVMREF and any board member, officer or employee, the Board will promptly determine whether a conflict exists and the appropriate response.

Any response by the Board will include, but may not necessarily be limited to, invoking the procedures described below with respect to a specific proposed matter.

If there is reason to believe that a potential conflict affects VA interests, the Board will bring the potential conflict to the attention of the appropriate VA authorities which may include the facility Research Conflict of Interest Committee and/or a VA deputy ethics official (DEO) in the Office of Regional Counsel.

VII. Procedures for Addressing Conflicts of Interest

When a potential conflict exists between the interests of MVMREF and a director, officer or employee, the Board will consider the matter during a meeting of the board.

Other than taking steps necessary to protect the interests of MVMREF until a meeting of the Board may be convened and a decision made, MVMREF will refrain from acting on the matter that invoked the potential conflict of interest. The following procedures will apply:

- A director, officer or employee who has a potential conflict of interest with respect to a proposed MVMREF decision, policy or transaction or arrangement (an “interested party”) will not participate in any way in, or be present during, the deliberations and decision-making vote of MVMREF with respect to such matter. However, that person will have an opportunity to provide factual information about the proposed conflict and/or matter that provoked the potential conflict. Also, the Board may request that an interested party be available to answer questions.
- The disinterested members of the Board may allow the proposed matter to go forward upon finding that it is in the best interests of MVMREF. Alternatively, the Board may prohibit the proposed matter or may approve mitigating actions (including, but not limited to recusal, limitation of duties, transfer or reassignment, additional supervisory review or other action considered appropriate by the Board) that will resolve the matter in a manner that protects the interests of MVMREF. The Board will consider whether the terms of the proposed matter are fair and reasonable to MVMREF and whether it would be possible, with reasonable effort, to find a more advantageous arrangement with a party or entity that is not an interested party.
- A decision by the disinterested members of the Board will be made by vote of a majority of members in attendance at a meeting at which a quorum is present. An interested director will not be counted for purposes of determining whether a quorum is present, or for purposes of determining what constitutes a majority vote of directors in attendance.
- The minutes of the Board meeting will reflect that the conflict disclosure was made to the Board, the vote taken and, when applicable, the abstention from voting and participation by any interested party. Whenever possible, the minutes should frame the decision in such a way that it provides guidance for consideration of future conflict of interest situations.

VIII. Violations of Conflict of Interest Policy

If a director, officer, employee, or the supervisor of an MVMREF employee, has reason to believe that any director, officer or employee has failed to disclose an actual or potential conflict of interest, such person has a responsibility to inform the president of the Board or the executive director of the basis for their belief. In such event, the president of the Board or the executive director will refer the matter to the Board. The Board will inform the person of the allegation and will allow the person an opportunity to explain the alleged failure to disclose.

If after affording an MVMREF director, officer or employee with a potential or actual conflict an opportunity to disclose all material facts, the Board decides that such an individual has in fact failed to disclose a possible conflict of interest, the Board will determine the corrective steps to be taken and/or disciplinary action.



Conflict of Interest

Confidential Disclosure Questionnaire

Please complete the questionnaire below, indicating any potential conflicts of interest. If you answer "yes" to any of the questions, provide a written description of the details in the space allowed. Attach additional sheets as needed. Submit your completed form to the MVMREF executive director.

Financial Interests - A conflict may exist when an MVMREF director, officer or employee or any of their relatives may directly or indirectly benefit or profit as a result of a decision, policy, transaction or arrangement made by MVMREF.

During the past 12 months (for each "yes" response, please describe below or on a separate page) to the best of your knowledge:

1. Has MVMREF proposed to contract or contracted to purchase or lease goods, services, or property from you, a relative or a business associate? Yes
No

2. Are you related to any current or prospective MVMREF director, officer or employee, or to the supervisor of any MVMREF employee? Yes
No

3. Have you, a relative or a business associate been provided with a gift, gratuity or favor of a substantial nature from a person or entity that does business or seeks to do business with MVMREF? Yes
No

4. Have you, a relative or business associate been gratuitously provided use of the facilities, property, or services of MVMREF? Yes
No

5. Are you, a relative or a business associate in a position to benefit financially from decision, policy, transaction or arrangement made by MVMREF? Yes
No



Conflict of Interest

Affirmation of Compliance

I have received and carefully read the Conflict of Interest Policy for directors, officers and employees of MVMREF and have considered the literal expression of the policy as well as its intent. By signing this affirmation of compliance, I hereby affirm that I have read, understand and agree to comply with the MVMREF Conflict of Interest Policy. I further understand that MVMREF is a nonprofit organization and that in order to maintain its federal tax exemption it must engage primarily in activities that accomplish one or more of its tax-exempt purposes without personal inurnment, other than by salary.

Except as otherwise indicated in the Disclosure Questionnaire and attachments below, I hereby state that neither I nor any relative or business associate has any conflict of interest, financial or otherwise that may be seen as competing with the interests of MVMREF. Also, neither I nor any of my relatives or business associates benefit from any action, policy or transaction made by MVMREF in a manner that has not been previously disclosed.

If any situation should arise in the future that I believe may involve me in a conflict of interest, I will promptly and fully disclose the circumstances as appropriate:

- For members of the Board, officers and the executive director: the president of the Board
- For key administrative employees: the executive director
- For employees directly or indirectly engaged in VA research or education: supervisor or the executive director

I further certify that the information set forth in the Disclosure Questionnaire and attachments, if any, is true and correct to the best of my knowledge, information and belief.

Name (Please print)

Signature

Date

For directors, officers and key employees: Annual reaffirmation

Signature

Date

Signature

Date

Signature

Date