Policy Title:	Conflict of Interest Policy
Policy Owner:	Office of University Counsel
Effective Date:	December 19, 2023
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Scheduled Review	June 30, 2029
Related Policies:	*See* Section VII, below.
Related Forms:	Conflict of Interest Disclosure Form (Appendix A) Conflict of Interest Management Plan Form (Appendix B) EthicsPoint Reporting Tool

I. POLICY STATEMENT

Seattle University ("SU" or "University") faculty, staff, contractors, and other agents are obligated to act in the best interest of the University in performing their institutional responsibilities. Personal and outside interests must not influence the decisions of University personnel and contractors in performing their institutional responsibilities or providing services to the University. This Conflict of Interest Policy ("Policy") outlines the requirements for disclosing transactions and business and personal relationships that might generate conflicts of interest, and outlines the required process for disclosing, managing, and/or eliminating conflicts of interest.

II. PURPOSE & BACKGROUND

Seattle University personnel and contractors are expected to conduct the affairs of the University consistent with high ethical and legal standards and in a manner that furthers the interests of Seattle University, its community, and its mission. As part of this responsibility, the University expects University personnel and contractors to apply their time and efforts appropriately, to use University resources and information exclusively toward University ends, and to avoid or cease actions that may create or appear to create a conflict of interest.

III. SCOPE

This Policy applies to all University personnel and contractors, as those terms are defined below. It does not apply to University trustees, whose obligations with respect to potential conflicts of interest are prescribed in the Board of Trustees Conflict of Interest Policy.

IV. DEFINITIONS

Conflict of interest: A situation in which a person's financial, professional, or other personal or external interests may directly or indirectly affect, or have the appearance of affecting, the individual's judgment in performing their University services, duties, or responsibilities.

Conflict Management Plan: A written understanding of the transaction, relationship, or investment that gives rise to an actual or apparent conflict of interest and the management mechanisms that will be implemented to mitigate or eliminate the conflict. The template that

should be used for developing the Conflict Management Plan is attached to this Policy as **Appendix B**.

Contractor: A third party, including an individual, sole proprietor, and/or business entity, or an agent, employee, or representative of the same, that supplies goods or services to the University through a contractual relationship (whether that contract is oral or written). For the purposes of this Policy, the definition of contractors includes vendors.

Entity: Any business, company, or organization, including any partnership, corporation, limited liability company, unincorporated association, or other institution, whether for-profit or not-for-profit. An "entity" also includes individual persons.

External Relationship: A University staff or faculty member's personal, business, financial, investment, employment, or other relationship with a non-University individual or entity that could create a conflict of interest.

Faculty: Any individual possessing either a full- or part-time academic appointment with Seattle University, including research, term, and specialty status faculty appointees, as well as faculty librarians.

Gifts: Any item, service, favor, hospitality, money, credits, or discounts not available to others.

Immediate family: A (1) spouse or domestic partner; (2) child, grandchild, parent, grandparent, or sibling, or the spouse of any such person; (3) a person having a step-relationship to the persons described in (2); (4) a parent-in-law or brother- or sister-in law; or (5) any person who resides in the same household.

Institutional responsibilities: Responsibilities for which a member of University personnel or a contractor is employed and compensated by the University and expected to perform on behalf of the University.

Personnel: A combined reference to all non-student University community members, including faculty, staff, fellows, and others. This term does not include contractors or vendors.

Significant interest:

1. A significant interest is:
    a. An equity or investment interest in a publicly traded company with a value exceeding $5,000 in aggregate;
    b. Any equity or investment interest of any value in a non-publicly traded company;
    c. An interest entitling a person to intellectual property rights (*e.g.*, patents, copyrights).
2. A significant interest does not include:
    a. Salary, royalties, or other remuneration paid by the University to

employees (including intellectual property rights assigned to the University and agreements to share in royalties related to such rights);

b. Investment vehicles, such as mutual funds and retirement accounts, where the personnel or contractor does not directly control the investment decisions;

c. Income from seminars, lectures, or teaching engagements sponsored by a federal, state, or local government agency; an institution of higher education; or an academic teaching hospital, a medical center, or research institute that is affiliated with an institution of higher education, so long as such duties do not compromise the individual's ability to fulfill their responsibilities to the University;

d. Royalties resulting from published academic work (*e.g.*, book sales); or

e. Income from service on advisory committees or review panels for a federal, state, or local government agency; an institution of higher education; or an academic teaching hospital, a medical center, or a research institute that is affiliated with an institution of higher education.

Staff: Any regular, non-exempt or exempt Seattle University employee, including a student-employee, in a research, academic, or administrative position, including postdoctoral fellows, research associates, coaches, non-faculty medical providers, and University officers, Deans, and Vice Presidents.

V. POLICY REQUIREMENTS

A. Description of Conflicts of Interest

Personal and external interests must not influence the decisions or actions of University personnel or contractors acting on behalf of the University. Such interests might create a perception of impropriety or compromise judgment. They must therefore be identified and then managed, reduced, or eliminated.

The following is a non-exhaustive list of example situations that may give rise to an apparent, potential, or actual conflict of interest:

1. Using University funds or resources for personal gain;
2. Excessive or unauthorized use of University time (determined pursuant to the Faculty Handbook or Human Resources Policies, as applicable) or resources (including property) for external activities, including professional, charitable, or community activities;
3. Excessive influence or access by an outside party or outside interests;
4. Exploitation of students for private gain (i.e., having students participate in research not affiliated with the University);

5. Compromising University priorities due to personal interests;

6. Providing unfair access to University programs, services, information, or technology to an outside party;

7. Selection of a University contractor by an individual who has a personal or economic interest in that entity; this includes engaging an immediate family member of a faculty or staff member as an independent contractor, subcontractor, or consultant;

8. Accepting a gift or favor from a person or entity (or representative of a person or entity) conducting business or seeking to conduct business with the University.

The University will not accept or enter into agreements, contracts, relationships, investments, gifts, or purchases that create an actual or potential conflict of interest or the perception of a conflict of interest unless the conflict or potential conflict is disclosed and can be eliminated or appropriately managed through the reporting process described below.

C. Types of Conflict of Interest

1. Business or Financial Relationship Conflicts

a. **Prohibited Transactions:** Except as provided for in Section 1(b), no person acting on behalf of the University shall cause the University to enter a business or financial relationship with:

i. A University trustee, officer, or other University personnel;

ii. A member of a trustee's, officer's, or other personnel's immediate family;

iii. Any entity in which a trustee, officer, or other personnel, or their immediate family, has a significant interest.

b. **Exception:** The University and its personnel may cause the University to engage in a business or financial relationship with other University personnel or a University trustee, or a member of their immediate family, if the proposed relationship has been thoroughly reviewed and considered by the Provost or the Provost's designee; or, in the case of non-faculty member, the University's Chief Financial Officer ("CFO") or, in the case of the President, the Board of Trustees' Audit and Risk Committee, and found it to be of permissible under the disclosure and review procedures prescribed below. In such circumstances, the reviewer must also impose a Conflict Management Plan.

2. Investment Relationship Conflicts

a. No University personnel, or a member of their immediate family, may knowingly directly invest in any investment vehicle in which the University has a significant financial interest. However, it is not an investment relationship conflict for University personnel, or member of their immediate family, to hold publicly traded stock in a corporation in which the University also holds publicly traded stock.

b. **Exception:** The University and its personnel may not knowingly directly invest in an investment vehicle in which a University trustee, personnel member, or a member of their immediate family, has a significant financial interest, unless the Provost or Provost's designee, CFO, or Audit and Risk Committee has thoroughly reviewed the conflict and found it to be permissible under the disclosure and review procedures outlined below. In such circumstances, the reviewer must also impose a Conflict Management Plan.

3. Employment Relationship Conflicts

Any offer of full-time employment to a University personnel member's immediate family is subject to the prior review and approval of the Vice President for Human Resources.

4. Profiting From Assignment of Materials

Generally, faculty members responsible for a course or program may assign materials they authored to students in the course or program if they judge the materials to be the best materials available for use with the course or program and either assign the materials in a manner that will not result in any sales revenue/profit to them (*e.g.*, by providing students copies free of charge) or receive written approval from the head of their academic unit (Department Chair or Dean). Decisions rejecting a faculty member's request to assign materials from which they will profit may be appealed to the Provost pursuant to the procedure described in Section V(D)(6).

5. Misuse of University Resources

University resources may only be used in the interest of the University. University personnel and contractors may not use University resources, including facilities, personnel, equipment, or information, as part of their outside activities or for any other non-University purposes. Inappropriate use of University resources includes, but is not limited to, the following examples:

a. A faculty member assigning students, staff, or fellows University tasks to advance the faculty member's own monetary interest rather than to advance the scholarly field or educational needs;

b. A staff member using or allowing a member of their immediate family to use University facilities for a non-University event;

c. Granting external entities or contractors excessive access to SU resources, programs, services, information, or technology for purposes outside the University's mission;

d. Offering favors to outside entities in an attempt to unduly influence them in their dealings with the University; and

e. Using confidential or proprietary University information for external interests or personal gain.

6. Conflicts Arising from External Relationships

University personnel must also disclose non-University business, financial, investment, employment, and organizational relationships that could create an actual or apparent conflict of interest by completing a Conflict of Interest Disclosure Form and submitting the completed form to the Provost or Provost's designee, in the case of a faculty member; the CFO, in the case of a non-faculty member (including the Provost); or the Board Chair and Chair of the Audit and Risk Committee, in the case of the President. The Provost, CFO, or Audit and Risk Committee, as applicable, must thoroughly review and consider the relationship pursuant to the procedure described in subsection D, below. If the Provost, CFO, or Audit and Risk Committee is uncertain of whether an external relationship will undermine the discloser's ability to fulfill their institutional responsibilities, they should consult with the Office of University Counsel ("OUC").

7. Conflicts Arising from Gifts and Favors

Gifts or favors of any value may compromise the recipient's objectivity. University personnel and contractors shall not solicit or accept a gift or offers of hospitality when such solicitation or acceptance may influence, or give the appearance of influencing, their institutional responsibilities. Personnel may accept gifts or services with a value not exceeding fifty dollars ($50.00) as a matter of courtesy but may not solicit them. Individual gifts outside of trivial items from entities that are in the process of seeking business with or that are current contractors of the University may not be accepted.

Acceptance of social invitations to occasional business meals, entertainment, or hospitality should be subject to prudent judgment as to whether the invitation places or appears to place the recipient under any obligation that conflicts with the best interests of the University. When in doubt, University personnel who are offered a gift or hospitality should seek guidance from the OUC on whether to accept the offer.

8. Other Relationships or Interests

The foregoing list of conflict types is not intended to be exclusive. Other relationships or interest that might conflict with the best interests of the University or the University's obligations in relation to its research or grants should also be disclosed under subsection D, below. Additionally, this Policy is intended to complement—and not superseded or replace—the conflict-of-interest provisions set forth in the Seattle University Faculty Handbook, the Human Resources Policies,

and the policies and procedures promulgated by the Procurement Office and Office of Sponsored Projects ("OSP"). In determining whether an actual or potential conflict of interest exists and/or must be disclosed, University personnel are responsible for also consulting and complying with such other policies and procedures. If a University community member is unsure about whether a potential transaction, investment, or relationship might create an actual or potential conflict of interest and therefore require disclosure and approval, they should consult with the OUC.

D. Procedure for Disclosing & Reviewing Conflicts of Interest

1. Disclosure Requirement

University personnel and contractors must disclose relationships and transactions that might pose a potential or actual conflict of interest so they can be reviewed by the following individuals, who are identified collectively as the "reviewers," below:

- Faculty Members: disclosure to the Provost, who may assign review to a designee;
- Non-Faculty Employees (including the Provost and Vice Presidents): disclosure to the CFO, who may assign review to a designee;
- President: disclosure to the Chair of the University's Board of Trustees and Chair of the Board of Trustees' Audit and Risk Committee.

This disclosure must be made by completing a Conflict of Interest Disclosure Form (*see* **Appendix A**) and providing the completed form to the reviewer, with copy to the OUC. Anyone who is uncertain of whether they should disclose a particular transaction, relationship, or investment should consult with the OUC. This disclosure requirement applies to past, current, and future relationships and transactions that create an actual or apparent conflict.

2. Third-Party Disclosure

If a University community member becomes aware of an actual or apparent conflict (including transactions, relationships, or investments that may have resulted from an actual or apparent conflict) they are encouraged to report it to the OUC in accordance with the University's Whistleblower Protection Policy, and/or through the University's secure reporting tool, EthicsPoint. The Office of University Counsel will see that such reports are presented to the appropriate reviewer for review.

3. Review

Any actual or apparent conflict of interest presented to a reviewer—whether through the Conflict of Interest Disclosure Form, EthicsPoint, or otherwise–must be reviewed and approved by the reviewer, as follows:

a. Following thorough review, the reviewer may approve the underlying relationship, transaction, or investment if (i) they find it to be of **clear benefit to the University**, and (ii) they find that **the actual or anticipated harm or risk from the conflict does not outweigh the benefit to the University**.

b. If the reviewer approves the underlying transaction, relationship, or investment, they must also impose a Conflict Management Plan (see subsection 5, below).

c. If the reviewer is uncertain whether a particular investment, relationship, or transaction is of clear benefit to the University or whether the risks outweigh the benefits, they should consult with the OUC.

d. In limited circumstances where the reviewer determines that the potential risks outweigh the clear benefit of a particular transaction, relationship, or investment, the reviewer may determine that the potential harm (risks) resulting can be effectively mitigated through a Conflict Management Plan such that the underlying transaction, is permitted to proceed (see subsection 5, below).

e. Review and approval of the actual or apparent/potential conflict shall recur annually while the transaction, relationship, or investment continues.

4. Restraint on Participation

University personnel shall refrain from participating in the University's consideration of the proposed transaction, investment, or relationship in which they are interested, except to respond to questions or provide further information. If a transaction, investment, or relationship requires a vote, the interested party should not be present at the time of the vote and may be asked to not be present during discussions.

5. Conflict Management Plan

If a reviewer approves a conflict (the clear benefits outweigh the risks), the reviewer must impose a Conflict Management Plan to place restrictions on the underlying transaction, relationship, or investment and mitigate the risks that arise from the actual or potential conflict. A template is attached to this Policy as Appendix B.

The reviewer should work with the Office of University Counsel to develop a Conflict Management Plan appropriate to the specific actual or apparent conflict. Each Conflict Management Plan should be tailored to the specific conflict and submitted to the President or, if the conflict involves the President, to the Audit and Risk Committee, for modification, approval, or rejection.

6. Appeal

Appeals from the decision of the Provost or CFO, including the details of the Conflict Management Plan, may be made to the President. Such appeals must be made no later than fourteen (14) calendar days after the initial decision. In this situation, the President has final say as to whether a conflict exists; whether an actual or potential investment, transaction, or relationship should be permitted to proceed; whether a conflict or potential conflict can be mitigated through a Conflict Management Plan; and the details of the Conflict Management Plan.

In the case of an actual or apparent conflict involving the President, appeals from the decision of the Audit and Risk Committee may be made to the full Board of Trustees. Such appeals must be made no later than fourteen (14) calendar days after the initial decision. In this situation, the Board of Trustees has final say as to whether a conflict exists; whether an actual or potential investment, transaction, or relationship should be permitted to proceed; whether a conflict or potential conflict can be mitigated through a Conflict Management Plan; and the details of the Conflict Management Plan.

A visual flowchart depicting the process described in this subsection is attached as **Appendix C**.

VI. VIOLATIONS

Any violation of this Policy, including a failure to disclose an actual or potential conflict of interest, and regardless of whether the conflict or potential conflict caused or may cause injury to the University, may result in disciplinary action by the University, in accordance with University codes of conduct, including the Faculty Handbook; policies, including the Human Resources Policies; or applicable laws, up to and including termination.

VII. RELATED INFORMATION

Item	Description
University Links	Board of Trustees Conflict of Interest Policy Human Resources Policies Policy for Financial Conflict of Interest Disclosure and Management for Investigators in Externally Sponsored Programs Office of Sponsored Projects Policies & Procedures Contract Review & Approval Policy Policy on Delegation of Signature Authority Whistleblower Protection Policy Faculty Handbook Human Resources Manual
Forms	Conflict of Interest Disclosure Form Conflict of Interest Management Plan Form EthicsPoint Reporting Tool
Related Links	See above.
Procedures	See Section V.D.

APPENDIX A: CONFLICT DISCLOSURE FORM

Conflict of Interest Disclosure Form	
Instructions: *Please complete this form and submit it to the Provost's Office (faculty members), the Office for Finance and Business Affairs (non-faculty employees), or Chair of the University's Board of Trustees and Chair of the Audit and Risk Committee (President).*	
Name (print): **Date:** **College or School:**	**Title:** **Department:**
I have a conflict of interest or potential conflict to disclose (refer to definition): Yes No **Definition of Conflict of Interest:** A situation in which a person's financial, professional, or other personal or external interests may directly or indirectly affect, or have the appearance of affecting, the individual's judgment in performing their University services, duties, or responsibilities	
Describe the transaction, relationship, or investment creating the actual or potential conflict of interest:	
I certify that the information set forth above is true and complete to the best of my knowledge: **Signature:** _____	

APPENDIX B: CONFLICT MANAGEMENT PLAN TEMPLATE

Employee Information	
Employee Name	*John Doe*
Reviewer Name	*Jane Doe*
Department/Program	*English*
College/School	*College of Arts and Sciences*

Description

Describe the transaction, relationship, or interest that creates the actual or potential conflict (e.g., John is married to the CEO of Company X, a vendor who is bidding on a University RFP.)

Management Actions

Describe the actions to be taken and/or limitations imposed to mitigate the conflict's effect (e.g., John will recuse themself from the procurement process and, if Company X is awarded the work, will not work on this project. John also will not have signing authority on any Company X purchase orders nor be permitted to approve any payments to Company X.)

Employee Acknowledgement

I acknowledge the foregoing Conflict Management Plan and agree to abide by its terms.

_____

Name:_____

Date: _____

Reviewer Approval (Provost, CFO, or Chair of Board of Trustees)

I have reviewed and approve the Conflict Management Plan.

_____

Name:_____

Date: _____

Legal Review Confirmation (representative of Office of University Counsel)

This Conflict Management Plan was developed in consultation with the University counsel.

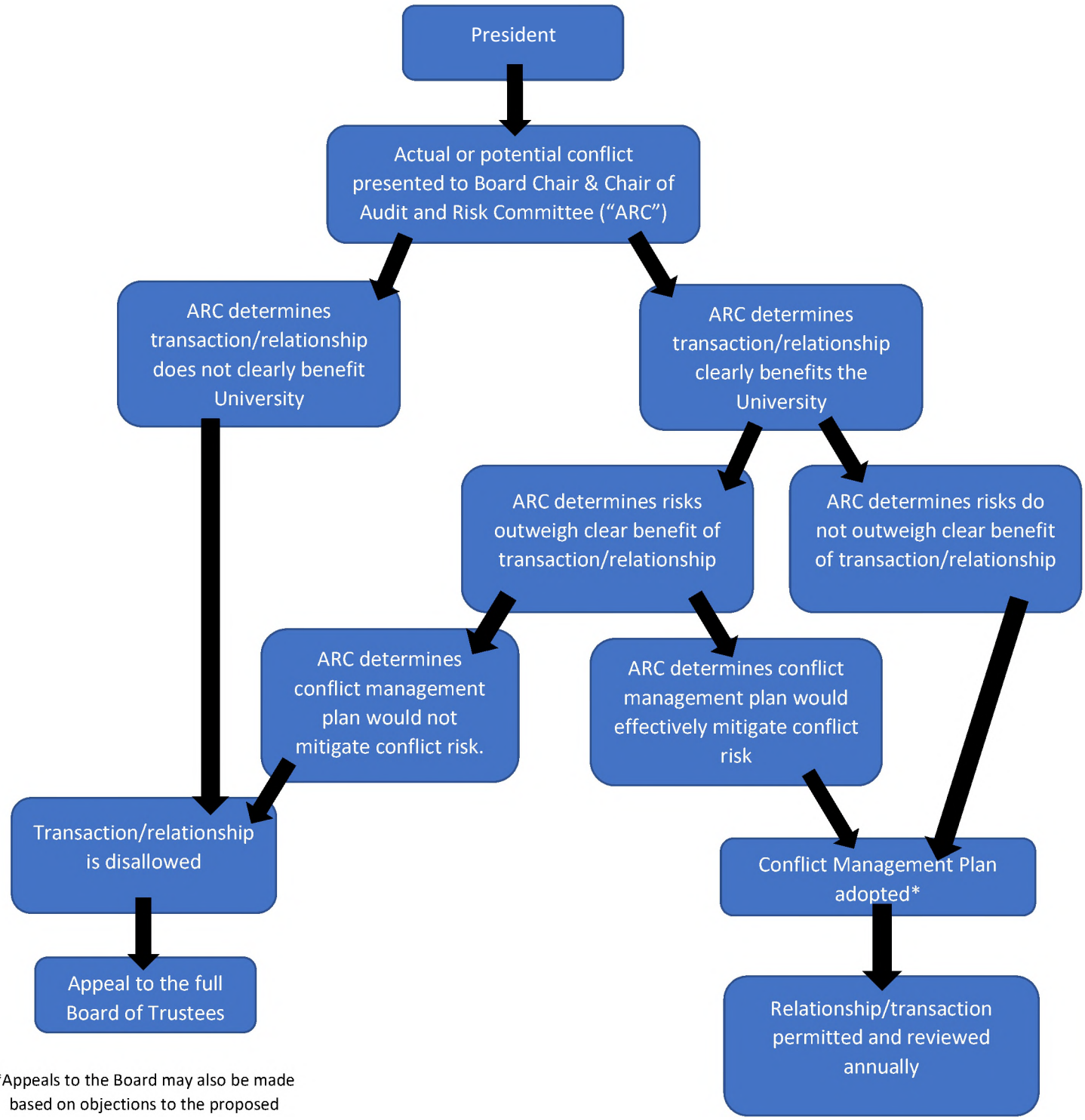
_____

Name:_____

Date: _____

APPENDIX C: CONFLICT REVIEW FLOW CHART

PLEASE SEE FOLLOWING PAGE FOR FLOW CHART FOR CONFLICTS INVOLVING THE PRESIDENT.



*Appeals to the Board may also be made based on objections to the proposed Conflict Management Plan