

Part III

UNIVERSITY PRINCIPLES AND POLICIES



Chapter 1.	A Statement of Principles	62
Chapter 2.	Nondiscrimination	67
Chapter 3.	Vanderbilt University Conflicts Policy	72
Chapter 4.	Policy on Technology and Literary and Artistic Works	103
Chapter 5.	Policy Guidelines for Sponsored Research	110
Chapter 6.	Computer Privileges and Responsibilities	112
Chapter 7.	Consensual Relationships	114
Chapter 8.	Drug and Alcohol Policies	115
Chapter 9.	Honor System	116
Chapter 10.	Privacy Rights of Students	119
Chapter 11.	Political Activity and Lobbying	120
Chapter 12.	Fund Raising	122
Chapter 13.	Community and Charitable Contributions	123
Chapter 14.	Commencement	124

Chapter 1

A Statement of Principles

Section A

ACADEMIC FREEDOM AND RESPONSIBILITY

“Academic freedom” in the traditional sense refers to the University’s continuing policy of maintaining conditions of free inquiry, thought, and discussion for every member of the faculty in professional activities of research, teaching, public speaking, and publication. These conditions are regarded as necessary rights accruing to appointment on the faculty. Faculty members have the correlative obligation to speak and write with accuracy, with due respect for the opinions of others, and with proper care to specify that they speak on the authority of their own work and reputation, not as special pleaders for any social group or as purporting to represent the University. Such rights and obligations presuppose that faculty members adequately perform other academic duties and that they do not accept pecuniary return for activities outside of the University without a proper understanding with University authorities.

Some persons broaden the meaning of academic freedom beyond individual rights and duties to include faculty participation in determination of University policy. At Vanderbilt, the faculties of the College of Arts and Science, the Graduate School, and the professional schools (the Executive Faculty in the School of Medicine) determine the requirements and recommend all candidates for degrees. Through their collegial bodies and their elected representatives in the Faculty Senate, the faculties are free at any time to examine, debate, and make recommendations concerning any educational policy, program, or practice of the University.

“Academic responsibility” means adherence to the following values and standards of conduct (adapted from the *Beach Report on Issues of Conscience and Academic Freedom*, 1960):

Vanderbilt University is a community of men and women devoted to the search for truth. A self-governing institution, it professes freedom from both internal and external interference which hinders accomplishment of that purpose. It is an institution that transcends, as much as it challenges and accepts, the customs and values of society. It has its own standards of excellence and responsibility that do not always conform to those of the persons and groups who support it.

The University is also part of the civic community in which it exists. Its members, both faculty and students, are entitled to exercise the rights of citizens and are subject to the responsibilities of citizens. A member of the Vanderbilt community gives thoughtful consideration to the image of the University reflected in his or her public behavior.

Members of the Vanderbilt community share a due regard and respect for law. In the event that one of its members is in jeopardy before the law, either for the sake of conscience or for the purpose of testing the validity of particular provisions of law through deliberate violation, the University will not seek to protect him or her from due process of law. Regardless of the action of the courts, however, the University reserves the right to determine whether a faculty member is fit to retain membership in the academic community, and maintains its own procedures for taking action upon, hearing, and deciding complaints against one of its members.

Section B

STUDENTS AT VANDERBILT: A STATEMENT OF PRINCIPLES

The community of Vanderbilt University is united by the goals of inquiry and education. Faculty, administration, and students are partners in an enterprise aimed at the enhancement of knowledge and the growth of the individual. All members of this community have both rights and responsibilities and are expected to observe rules required to maintain the humane order of the University. Each member must respect the rights of others and make responsible contributions to the common life.

The University, in turn, dedicates itself to the support and encouragement of a collegial community. Its dealings with students will be governed, within the limits of its resources, by the principles articulated below. It will take special care that its rules and regulations, through which these principles are implemented, shall adequately reflect and be in accordance with them.

Open Communication

The University is committed to the promotion of collegial relationships among students, faculty, and administration through the creation and maintenance of open channels of communication. The University will publish and disseminate in a timely manner its policies, procedures, and regulations concerning students, including those stating academic requirements and standards of student conduct, as well as any other information that is deemed to be important for the protection of all members of the University community.

Open Inquiry

The University is committed to providing opportunities for the free and open exchange of ideas both inside and outside the classroom. It will safeguard the undisturbed, orderly expression of diverse views and opinions as well as the opportunity for their careful examination.

Governance

The University is committed to the consideration of views expressed by students on matters of student concern, both in support of existing policies and proposals for change. It encourages student involvement in governance at the department, school, college, and University levels. To facilitate that involvement, the University will maintain appropriate processes within which students can communicate their views by formal and informal means, and can, directly or through their representatives, actively contribute to decisions affecting the University community. All involved are expected to participate in these processes in a responsible and thoughtful manner.

Academic Offerings

The University is committed to the provision of resources of high quality for aiding students in the pursuit of their academic and intellectual development, including both varied and complementary curricular offerings, a qualified faculty, and accessible, well-equipped facilities.

Formal Instruction

The University is committed to the pursuit of excellence in the education of its students, whether in the classroom, in the laboratory, or in practical experience. It will strive to create the opportunity for open inquiry, discussion, and challenge of ideas, and to assure students reasonable access to the faculty for continuation of this process outside of class meetings. Instructors will ensure that the objectives of their courses, their expectations for performance, and their methods of evaluation are explained to students. Academic evaluation will be based on fair and relevant standards. Students will be given an opportunity to evaluate the performance of the faculty as teachers and to have those evaluations considered.

Academic Integrity

The University is committed to academic honesty and to the effective and just implementation of a system designed to preserve and protect it.

Counseling

The University is committed to making support and guidance available for its students as they make academic, career, and personal choices and seek to understand themselves and those with whom they live and work.

Fair Procedures

The University is committed to providing students with the opportunity to present complaints about the action of any member of the University community. It will provide fair and appropriate procedures, including the opportunity for appeal, for addressing and resolving complaints. These procedures will be administered in a nonadversarial spirit of openness, fairness, cooperation, and mutual respect among the participants.

Extracurricular Activities

The University is committed to the support and stimulation of the learning experience beyond the boundaries of formal instruction. It will provide opportunities through special personnel, facilities, programs, and services for students to associate with one another on an informal basis for participation in nonacademic activities, including the opportunity to form and join campus organizations.

Privacy

The University is committed to the protection of its members from unreasonable intrusions into their individual privacy. It will also provide considerate, and where appropriate, confidential management of their academic, health, disciplinary, financial, and personal records.

Health and Safety

The University is committed to the physical and mental well-being of its members. Accordingly, it will strive to provide a secure campus, safe facilities, and responsible regulations designed to protect the health and safety of all.

Nondiscrimination

The University is committed not to discriminate on the basis of unlawful criteria in its policies, practices, programs, and activities.

Civility

A goal of Vanderbilt University is to foster an open and diverse society where the rights of all members of the community are respected. The free expression of views in orderly ways is encouraged, but personal vilification of individuals has no place at Vanderbilt. Discouragement of personal vilification includes education and assistance in understanding the differing cultures represented at Vanderbilt, peer disapproval of inconsiderate behavior, and provisions of the *Student Handbook* regulating abusive or harassing conduct.

The University recognizes that occasions may arise when the amendment of these principles will be necessary. The process of developing, approving, and implementing amendments shall include participation by students, faculty members, and administrators.

Chapter 2

Nondiscrimination

Vanderbilt University has a strong commitment to assuring that every member of the faculty and staff and every student receive fair treatment. A number of policies support this commitment, with some of these reflecting both institutional policy and legal obligation (Title VII provisions relating to employment discrimination, for example), and others reflecting institutionally developed statements of policy considered important within the institutional community (the statement on sexual orientation, for example).

Section A

NONDISCRIMINATION STATEMENTS

Nondiscrimination Statement for University Publications

The following statement on nondiscrimination must appear in all University publications that relate to admissions, the presentation of academic programs, and employment.

In compliance with federal law, including the provisions of Title IX of the Education Amendments of 1972, Sections 503 and 504 of the Rehabilitation Act of 1973, and the Americans with Disabilities Act of 1990, Vanderbilt University does not discriminate on the basis of race, sex, religion, color, national or ethnic origin, age, disability, or military service in its administration of educational policies, programs, or activities; its admissions policies; scholarship and loan programs; athletic or other University-administered programs; or employment. In addition, the University does not discriminate on the basis of sexual orientation consistent with University nondiscrimination policy. Inquiries or complaints should be directed to the Opportunity Development Center, Vanderbilt University, VU Station B #351809, Nashville, TN 37235-1809. The Center is located in the Baker Building, 110 21st Avenue South. Telephone (615) 322-4705 (V/TDD); fax (615) 343-4969.

Sexual Orientation Nondiscrimination Statement

Vanderbilt University is committed to the principles of nondiscrimination on the basis of being or being perceived as homosexual,

heterosexual, or bisexual. In affirming its commitment to this principle, the University does not limit freedom of religious association and does not require adherence to this principle by government agencies or external organizations that associate with but are not controlled by the University. The University extends specified benefits to eligible domestic partners.

For additional information or assistance, contact the Opportunity Development Center or the Benefits Office of Human Resource Services.

Section B

LAWS IMPOSING SPECIAL OBLIGATIONS

A number of provisions of federal and state law, including those mentioned above, impose special obligations on the University and require particular attention. Among these are:

- Titles VII and VIII of the Public Health Service Act
- The Equal Pay Act of 1963
- Titles VI and VII of the Civil Rights Act of 1964, as amended
- Executive Order 11246, as amended
- The Age Discrimination in Employment Act of 1967, as amended
- Title IX of the Education Amendments of 1972
- The Rehabilitation Act of 1973
- The Vietnam Era Veterans Readjustment Act of 1974
- The Age Discrimination Act of 1975
- Revenue Procedure 75-50 (1975)
- Tennessee Fair Employment Practices Law of 1978
- Governor's Code of Fair Practices of 1979
- Americans with Disabilities Act of 1990

Section C

INDIVIDUALS WITH DISABILITIES

Vanderbilt is committed to equal opportunity and access for people with disabilities. In compliance with Section 504 of the Rehabilitation Act of 1973 and the Americans with Disabilities Act (ADA) of 1990, Vanderbilt does not exclude qualified persons with disabilities from participating in employment opportunities and University programs and activities.

Questions about accommodations should be directed to the Opportunity Development Center.

Section D

HARASSMENT

It is important that Vanderbilt University faculty, staff, and students enjoy an environment free from implicit and explicit behavior used to control, influence, or affect the well-being of any member of our community. Harassment of any individual based on sex, race, color, religion, national origin, age, or disability is unacceptable and grounds for disciplinary action, and also constitutes a violation of federal law. Equally unacceptable within the University is the harassment of any individual on the basis of sexual orientation.

A. Sexual Harassment

Sexual harassment is a form of sex discrimination. It is illegal under state and federal law and is a violation of University policy.

Sexual harassment is prohibited under Title VII of the Civil Rights Act of 1964 and Title IX of the Education Amendments of 1972. In 1980, the Equal Employment Opportunity Commission amended its sex discrimination guidelines under Title VII to include sexual harassment, defining the term as follows: “Unwelcome sexual advances, requests for sexual favors, and other verbal or physical conduct of a sexual nature constitute sexual harassment when 1) submission to such conduct is made either explicitly or implicitly a term or condition of an individual’s employment; 2) submission to or rejection of such conduct by an individual is used as the basis for employment decisions affecting such individual; 3) such conduct has the purpose or effect of substantially interfering with an individual’s work performance or creating an intimidating, hostile, or offensive working environment.”

The Office of Civil Rights of the Department of Education issued a policy statement on August 31, 1982, defining sexual harassment under Title IX and setting forth procedures for handling sexual harassment complaints. According to this policy statement, sexual harassment “consists of verbal or physical conduct of a sexual nature, imposed on the basis of sex, by an employee or agent of a recipient [of federal funds] that denies, limits, provides different, or conditions the provision of aid, benefits, services, or treatment protected under Title IX.”

B. Racial and Other Harassment in the Work Environment

Harassment on the basis of race, color, religion, or national origin is a form of unlawful discrimination and is prohibited under Title VII of the Civil Rights Act of 1964. The Equal Employment Opportunity Commission explains, in its 1980 “Guidelines on Discrimination Because of Sex,” that the principles for defining sexual harassment in the workplace apply as well to harassment based on race, color, religion, and national origin. Thus where harassment based on race, color, religion, or national origin has the “purpose

or effect of substantially interfering with an individual’s work performance or creating an intimidating, hostile, or offensive working environment” it rises to the level of unlawful discrimination. In addition, the courts have applied these principles to harassment on the basis of age and disability under the Age Discrimination in Employment Act and the Americans with Disabilities Act, respectively. Finally, the University, through its “Sexual Orientation Nondiscrimination Statement,” applies these principles to harassment on the basis of sexual orientation.

C. Complaint Procedure

Any member of the University community who experiences harassment on the basis of sex, race, color, religion, national origin, age, disability, or sexual orientation should immediately seek assistance through the Opportunity Development Center (ODC), 322-4705. The ODC receives all complaints of unlawful discrimination raised within the University community and, where possible, assists in the resolution of those complaints.

Section E

AFFIRMATIVE ACTION AND EQUAL OPPORTUNITY

The following statements summarize policies on affirmative action and equal employment opportunity.

University officials will base employment decisions on the principles of equal employment opportunity consistent with our intent to achieve the goals outlined in our Affirmative Action Plan and consistent with the University nondiscrimination policy with respect to sexual orientation.

Vanderbilt University, through responsible officials in compliance with its affirmative action obligations, will recruit, hire, train, and promote persons in all job titles, without regard to race, color, religion, sex, national origin, age, handicap, or status as a disabled veteran or veteran of the Vietnam Era, except where age and sex are bona fide occupational requirements, or where a specific disability constitutes a bona fide occupational disqualification.

University officials will take affirmative action to ensure that promotion decisions are in accord with principles of equal employment opportunity by imposing only valid requirements for promotional opportunities.

University officials will ensure that all personnel actions such as compensation, benefits, transfers, layoffs, returns from layoff, University-sponsored training, education, tuition assistance, and social and recreational programs, will be administered without regard to race, color, religion, sex, national origin, age, disability, or status as a disabled veteran or veteran of the Vietnam era.

The Provost and the Vice Chancellors assist the Chancellor in administering the provisions of the Affirmative Action Plan. They are responsible for assuring that the University's policy on affirmative action and equal opportunity is carried out within their respective administrative areas.

The staff of the Opportunity Development Center monitors the University's compliance with equal opportunity and affirmative action laws and coordinates and implements the provisions of Vanderbilt's Affirmative Action Plan. The Center also coordinates services for persons with disabilities.

Grievance procedures for faculty members are explained in Part IV, Chapter 2.

The Office of the General Counsel is also available to assist with application and interpretation of equal opportunity and affirmative action laws.

Chapter 3

Vanderbilt University Conflicts Policy

Policy Statement

The Vanderbilt University Conflicts Policy (Part III, Chapter 3) has been replaced with the Conflict of Interest Policy and the Conflict of Commitment Policy. These policies are available on the Office of Compliance Website at www.vanderbilt.edu/compliance.

PRIMARY COMMITMENT TO THE BEST INTERESTS OF THE UNIVERSITY

Members of the Vanderbilt University community must fulfill the education, research, patient care, and public service missions to which Vanderbilt University is dedicated. The University's core values include a commitment to the following goals: educating students; protecting academic freedom; advancing and communicating knowledge about the world; protecting the safety of patients and participants in research; protecting the integrity and objectivity of research and instruction; supporting the ideals of goodwill, fair play, and transparency; and encouraging public service. Accordingly, all members of the University community have a clear obligation to conduct the affairs of the University and to make decisions based upon the desire to promote the best interests of the University in a manner consistent with those goals. Trustees and senior administrators are fiduciaries and owe special duties of care and loyalty to the University as a whole and must keep the University's interests paramount to all others.

The relationships between Vanderbilt University, the members of the University community, private industry, federal and state governments, and the nonprofit sector have grown increasingly complex. As a result, there are opportunities for professional interactions and development that may benefit the University, the community, and individuals, but which may also present the potential for or the appearance of conflicting loyalties, responsibilities, and time commitments for individuals within the University community. The purpose of the Vanderbilt University Conflicts Policy (the "Policy") is to set forth a policy statement regarding conflicts and to provide guidelines to protect the University and its mission.

It is the policy of the University that all members are expected to devote their primary professional loyalty, time, and energy to their service to the University in fulfilling its education, research, patient care, and public service missions. Accordingly, outside activities and financial interests should be arranged so as not to interfere with these primary commitments. Members are expected to evaluate and arrange their external interests and commitments in order to avoid compromising their ability to carry out their primary obligations to the

University, and most conflicts should generally be avoided or resolved through the exercise of individual judgment or discretion.

All members of the University community are expected to abide by the conflict of interest policies and standards set forth in this Policy (including any specific procedures adopted by specific schools or departments pursuant to or in furtherance of this Policy), fully disclose professional and relevant personal activities when required by the University or when there is potential for a conflict situation, remedy conflict situations or comply with any management or monitoring plan prescribed by the University, remain aware of the potential for conflict, and take initiative to manage, disclose, or resolve conflicting situations as appropriate.

All senior administrators have the responsibility to understand and implement this Policy, including, as necessary, the adoption of specific procedures for their respective schools and departments in furtherance of and in accordance with this Policy.

Section B

DEFINITIONS

1. Conflict of Interest

Individual conflict of interest refers to situations in which an individual's financial, professional, or other personal considerations may directly or indirectly affect, or have the appearance of affecting, an individual's professional judgment in exercising any University duty or responsibility, including the conduct or reporting of research. Typically, a conflict of interest may arise when a member has the opportunity or appears to have the opportunity to influence the University's business, administrative, academic, or other decisions in ways that could lead to financial, professional, or personal gain or advantage of any kind or could result in adverse outcomes in patient-oriented research.

2. Conflict of Commitment

A conflict of commitment relates to an individual's distribution of effort between a University appointment, obligation, and commitment and outside professionally related or personal activities. Outside activities may include involvement with professional societies; participation related to review panels, education meetings, or conferences; professional activities for pay; and business activities related to outside entities including start-up companies. A conflict of commitment can arise when the external commitments burden or interfere with the member's primary obligations and commitments to the University.

3. Other Definitions

Administrator: A dean, assistant or associate dean, assistant or associate vice chancellor, department chair, administrative director, department head or any individual who has supervisory authority at a division or department level for faculty and/or staff.

Business: Any company or corporation, any partnership, sole proprietorship, firm, franchise, association, organization, holding company, joint stock company, receivership, trust (business, real estate, estate planning, or otherwise), enterprise, or any other legal entity whether organized for profit or not for profit, including any entity controlled by, controlling, or under common control with any such entity, but excluding the University.

Confidential or Privileged Information: Information contained in documents so designated and medical, educational, personnel, or security records of individuals; anticipated material requirements or price actions; knowledge of possible new sites for University-supported operations; or knowledge of forthcoming programs or of selections of contractors or subcontractors in advance of official announcements; or any other information of a private or sensitive nature.

Consulting: A relationship with an individual or a business or with an agent or other representative of such individual or business, service on advisory boards, and any other relationship whereby the member receives or has the right or expectation to receive, remuneration from such individual or business in exchange for services. Examples of service include service on a business's board of directors; professional services rendered for a business, industry, private individuals, government, other academic institutions, or foundations; and, in limited circumstances, services for a colleague holding a sponsored research contract or grant at the same institution.

Certain practices, by long use and common agreement, have been accepted as not leading to conflicts of interest unless they constitute a conflict of commitment and are not deemed to constitute consulting services under this Policy. These include creating literary and artistic works for which the proceeds or rights accrue to the member in accordance with the University's Policy on Technology and Literary and Artistic Works; serving on the "study sections or groups" and "selective panels" of government agencies, foundations, and similar public and nonprofit bodies, with per diem, travel costs and an honorarium often provided; delivering occasional lectures, or a short series of lectures, or participating in short-term seminars and workshops, at another institution, sometimes for an honorarium and travel expenses, on a non-recurring basis; uncompensated advising of individuals with research inquiries on a short-term basis; presenting expert testimony before judicial, legislative, or administrative bodies in cases involving a significant public interest and for which no compensation is received; reviewing or editing scholarly publications; and public service within the University for which no monetary compensation is received.

Executive Officer or Position: Any position that includes responsibilities for a material segment or division of the operation or management of a business, including scientific or administrative board membership.

Executive Administration: Individuals so identified by the University.

Family or Family Member: Spouse, children, stepchildren, parents, siblings, and domestic partners (individuals not related by blood, not legally married, but currently in a committed relationship and residing in a common household sharing joint responsibility for the household).

General Officers: The Chancellor, Provost, and Vice Chancellors of the University.

Institutional Review Board: The Vanderbilt University Institutional Review Board for the Protection of Human Subjects or any other committee or group that is charged with responsibility for compliance with federal guidelines for the protection of human subjects in research and/or reviews all research proposals and related activities involving human subjects in order to protect their rights and welfare.

Members: Trustees, general officers, administrators, and all full-time, part-time, temporary, or adjunct faculty and staff of the University.

Participate: To be part of the described activity in any capacity. This includes, but is not limited to, serving as a principal investigator, co-investigator, or other supervisor, research collaborator, expert witness, or provider of direct patient care. The term is not intended to apply to individuals who provide primarily technical support or who are purely advisory, with no direct access to the data (e.g., control over its collection or analysis, or, in the case of research, to the trial participants, unless they are in a position to influence the study's results or have privileged information as to the outcome).

Significant Financial Interest: Salary or other payments for services, intellectual property rights, ownership and equity interests, fees, honoraria, gifts, or other emoluments or "in kind" compensation, whether for consulting, lecturing, or for any other purposes, that when aggregated for the member and family members with respect to any single business in a given twelve-month period exceeds \$10,000 in value or a 5 percent ownership interest.

Examples of a significant financial interest include the following:

1. An equity interest or entitlement to the same, including stock options, in a publicly or non-publicly traded business.
2. Royalty income or the right to receive future royalties under an existing licensed patent or other licensed intellectual property rights, where there is ongoing University research related to the licensed technology, or other licensed intellectual property rights.
3. Any non-royalty payments or entitlements to payments in connection with research that are not directly related to the reasonable cost of the research (as specified in the research agreement between the sponsor and the institution). This includes partial, interim, or milestone payments conditioned upon specified research-related dates,

whether the payments are from a business or the University.

4. Service as an officer or director or in any other executive position or fiduciary role for a business whose financial interest would reasonably appear to be affected by the conduct or outcome of research or a business transaction.

A significant financial interest does not include the following:

1. Salary, royalty payments, or other remuneration from the University, provided there is no ongoing University research related to the licensed technology or other licensed intellectual property rights pertaining to any such royalty payments.

2. Income from editorial activities on behalf of professional journals and from seminars, lectures, or teaching engagements sponsored by governmental or not-for-profit entities.

3. Income from service on advisory committees or review panels for governmental or not-for-profit entities.

4. Interest in publicly traded mutual funds where the individual investor has no control over the selection of holdings.

Sponsored Research: Research, training, educational, and instructional projects (such as clinical trial agreements, grants, and contracts) involving funds, materials, or other compensation from outside sources under agreements that contain one or more of the following:

1. The agreement binds the University to a line of scholarly or scientific inquiry specified to a substantial level of detail. Such specificity may be indicated by a plan, by the stipulation of requirements for orderly testing or validation of particular approaches, or by the designation of performance targets.

2. A line-item budget is involved. A line-item budget details expenses by activity, function, or project period. The designation of overhead (or indirect costs) qualifies a budget as a line-item budget.

3. Financial reports are required.

4. The award is subject to external audit.

5. Unexpended funds must be returned to the sponsor at the conclusion of the project.

6. The agreement provides for the disposition of either tangible or intangible properties which may result from the activity. Tangible properties include equipment, records, technical reports, theses, or dissertation. Intangible properties include rights in data, copyrights, or inventions.

Start-up Company: A business created to assist with commercializing technology through an independent entity.

Technology: Any tangible or intangible invention, in the patent sense, whether or not reduced to practice, and any research results, whether or not

patentable or copyrightable (including any process, method, product, compound, drug, device, biological or biogenic material; or any diagnostic, therapeutic, medical, or surgical procedure; or any computer program or software, integrated circuit design, database, technical drawing, or other technical creation) whether intended for commercial use or not.

Trustee: Any member of the Vanderbilt University Board of Trust or any other governing board of the University, including any committee or subcommittee thereof.

University: Vanderbilt University, together with its subsidiaries and affiliated entities, including any entity controlling, controlled by, or under common control with Vanderbilt University.

Section C

INDIVIDUAL CONFLICTS OF INTEREST

A. General Guidelines

Conflicts of interest can arise under many situations. These guidelines set forth principles that members are expected to follow. In addition to the general guidelines discussed below, members are encouraged to review the examples of various conflict situations found in the section Conflict Review and Management on page 95.

1. University Administration

The internal administration of the University can present the potential for conflict of interest situations. Members with administrative responsibilities must take particular care to avoid relationships in which personal interests intersect with the University's interests and have the potential for inappropriate factors to be considered in administrative decisions. In particular, members who have University duties involving the procurement, exchange, or sale of goods, services, or other assets; the negotiation or formation of contracts or other commitments affecting the assets or interests of the University; the handling of confidential or privileged information; the provision of patient care; the conduct of sponsored research and the handling of any research results or resulting transfer of technology; or the rendition of professional advice to the University must be particularly conscious of possible conflicts or the appearance of conflicts.

2. Business Relationships

In general, when members or their family members are involved in business ventures as owners, operators, major investors, or executive officers, they must be alert to the possibility that a conflict may arise, if the business has a relationship or competes with the University. If the enterprise does not have a business relationship or otherwise compete with the University, only the area of conflict of commitment is likely to be involved.

If the enterprise does business with the University, or might do business with the University, the member is expected to disclose that fact. Generally, there will be no conflict if the member is not in a position to influence the University with respect to the business of the enterprise in which the member holds an interest.

A member may not review, approve, or administratively control contracts or business relationships when the contract or business relationship is between the University and a business in which the member or a family member has any financial interest or when a member or a family member is an employee of the business and directly involved with activities pertaining to the University.

3. Gifts

No gifts or accommodations of any nature, including unrestricted grants, may be accepted by the University or its members when to do so could possibly place them in a prejudicial or embarrassing position, interfere in any way with the impartial discharge of their duties to the University, or reflect adversely on their integrity or that of the University. Members may, however, accept modest gifts, meals, entertainment, and other normal social amenities no greater in value than \$300 per year from a single source, whether an individual or a business, provided that such amenities are not otherwise extravagant under the circumstances.

4. Use and Appropriation of University Assets

The University possesses both tangible assets, such as its buildings, personnel, and equipment, and intangible assets, such as patents, copyrights, and work products and materials, as well as the University's reputation and prestige. As custodians of these assets, members owe a fiduciary duty to the University to act in accordance with applicable University procedures regarding the proper expenditure of the University's funds, as well as the use and control of University assets, including confidential and privileged information. This section is not intended to apply to standard publication activities.

Where specific procedures regarding the disposition and control of University assets do not exist, members are expected to protect the best interests of the University in its tangible and intangible assets. Conduct constituting the misappropriation of University assets, such as implying sponsorship or endorsement by the University, or otherwise trading on the reputation or goodwill of the University in connection with any external activity, is prohibited. Mere identification of the University as one's employer and of one's position at the University is permitted, provided that such identification is not used to imply University sponsorship or endorsement.

5. Research and Health Care Activities

Conflicts of interest in sponsored research and the provision of patient care involve situations in which financial, professional, or other personal considerations may compromise, or have the appearance of compromising, an individual's

judgment in the provision of patient care or the conduct or reporting of sponsored research. The bias which may result from such conflicts may impact not only on the collection, analysis, and interpretation of data, but also on the hiring of staff, procurement of materials, clinical referrals, sharing of results, choice of protocol, use of statistical methods, and use of human participants, or otherwise influence the provision of patient care or the course of a sponsored research project. A member may not review, approve, or administratively control a contract, grant, clinical trial, or other business relationship when such contract, grant, clinical trial, or other business relationship pertains to sponsored research involving the University and a business in which the member or a family member has any financial interest or when the member or family member is an employee of the business and directly involved with activities pertaining to the sponsored research. Accordingly, each member participating or otherwise involved in patient care or any University research activities is responsible for learning and complying with the specific policies and procedures pertaining to their work or area of research, including the special policies and procedures for sponsored research in the Special Procedures section of this Policy on page 92.

6. Activities Related to Students

Members may not assign students, post-doctoral fellows, or other trainees to University projects sponsored by any business if the member or a family member has a significant financial interest in such business. Members also may not assign students or permit students to participate in any consulting relationship of the member which constitutes a significant financial interest for the member or a family member.

Deans and department chairs have the responsibility for protecting the interests of students, fellows, and trainees who may be directly or indirectly involved in a conflict situation based upon their institutional role and relationship with a faculty or staff member who has a financial interest in which the student is involved, in accordance with this Policy. Students and trainees should not be permitted to participate in research if the terms and conditions of participation would prevent the students from meeting applicable University degree requirements. Students, post-doctoral fellows, and trainees involved in any Category II or III activity should be informed that the Category II or III situation exists; and that their concern, if any, can be discussed with the appropriate administrator or, if applicable, the monitor or monitoring panel. Additionally, administrators must meet regularly (at least annually) with any students, post-doctoral fellows, or trainees involved in a Category II or III activity. Administrators may also consider assigning an observer to the research advisory committees/thesis or dissertation committee of any student involved in a Category II or III situation. (See Categories of Individual Conflicts of Interest, below.)

7. Activities Related to Members and Family Members

A member may not participate in the hiring process or any employment-related decisions pertaining to a family member. Likewise, a member may not be in a position to supervise a family member as an employee of the University or otherwise review or participate in reviewing a family member's work as an employee of the University.

B. Categories of Individual Conflicts of Interest

Activities that may involve conflicts fall into three general categories that differentiate relationships according to potential for adverse impact.

Category I: Activities that are routinely acceptable without disclosure.

These activities are acceptable because they do not compromise, have the potential to compromise, or give the appearance of compromising the University's mission.

These activities are generally minimal in their personal financial impact and do not represent a potential source of unreasonable bias or inappropriate activity, or otherwise adversely impact the objectivity of research results, the safety and welfare of patients or human subjects involved in research, the integrity of faculty-student interactions, or other interests of the University, the sponsor, or the public.

Category II: Activities that may be acceptable with advance disclosure and review, and, where appropriate, the adoption of a plan for management of potential conflicts of interest.

These activities are presumed to be acceptable following disclosure, review, and approval.

These activities are of concern because of possible bias or other adverse influences that may impact the objectivity of research results; the safety and welfare of patients or human research subjects; the integrity of faculty-student interactions; or other interests of the University, the sponsor, or the public. These activities, however, can be deemed acceptable with a management or monitoring plan that has been approved in advance by the appropriate University officials. All Category II conflicts related to sponsored research must be reviewed and approved in accordance with this Policy before research can be approved by the University's Institutional Review Board.

Category III: Activities that have a rebuttable presumption of being unacceptable.

These activities are presumed to be unacceptable and inappropriate.

These situations are not generally permissible because they involve significant potential conflicts of interest or they present obvious opportunities or inducements to favor personal interests over University interests. Before proceeding

with such an endeavor, the member would have to sustain the burden of demonstrating to the appropriate University officials that his or her objectivity would not be affected; that the University's interests would not be damaged; and if appropriate, that human research subjects would be protected. University officials may approve such relationships or arrangements, with substantial management or monitoring plans, based upon a determination that the serious problems presented by the conflict cannot otherwise be avoided and that the University's mission will be advanced materially. All Category III conflicts related to sponsored research must be reviewed in accordance with this Policy before research can be approved by the University's Institutional Review Board.

Section D

INDIVIDUAL CONFLICTS OF COMMITMENT

A. General Guidelines

Conflicts of commitment can arise from activities, either outside of the University or within the University, which are in addition to a member's primary University appointment. External activities, commitments, and interests may have adverse effects on the performance of University obligations. A conflict of commitment may lead to the failure of individuals to discharge fully the roles and duties expected of them. Members are expected to disclose any potential conflict of commitment situations in advance to the appropriate University officials as described in Disclosure Procedures (below) who shall be responsible for reviewing the disclosure in accordance with this Policy.

Members who hold part-time or partial-load appointments commonly will have major obligations and commitments, not only to the University, but also to one or more outside agencies. The potential for conflict may be significant. Accordingly, part-time employees are expected to exercise special care in disclosing and fulfilling their multiple obligations.

B. Guidelines for Faculty Members

It is the policy of the University that all faculty members are expected to devote their primary professional loyalty, time, and energy to their teaching, research and other scholarly works, service on University committees, assistance for students, performance of necessary administrative duties, and, where applicable, patient care. Although a specific work week is not defined for faculty members, it is expected that such membership constitutes a full-time obligation and that, with the exceptions explicitly permitted by University policies on consulting and other related professional activities, they will not engage in other employment. Accordingly, outside activities must be arranged so as not to interfere with the primary commitments.

Any outside consulting engaged in by a faculty member should be of such nature as to improve effectiveness as a teacher or contribute to scholarly attainments, or should in some manner serve the interests of the University or of the community. Consulting must not distract significantly from primary responsibilities; it must not require such extensive absence as to cause the faculty member to neglect course obligations or to become unavailable to students and colleagues. It must be of such nature and conducted in such manner as will not bring discredit to the University. It must not compromise any intellectual property owned by the University.

Accordingly, the maximum expenditure of time spent on outside consulting by a full-time faculty member should not exceed forty days during the academic year, including holidays. For those full-time faculty members appointed on a twelve-month basis, time spent on outside consulting should not exceed fifty days per year, including holidays. It is expected that half-days will be accumulated into full days and that time spent traveling to and from consulting engagements and preparing for them also will be accumulated and counted in the total. Faculty members should periodically re-examine the nature and extent of their consulting and conscientiously avoid engaging in activities that constitute conflicts of interest or commitment. The Provost or Vice Chancellor for Health Affairs may grant exceptions in extraordinary cases upon recommendation of the appropriate Dean.

C. Examples of Conflict of Commitments

In addition to the general guidelines discussed below, members are encouraged to review the examples of various conflict situations found in the section Conflict Review and Management on page 95.

1. Absence

Commitments that involve frequent or prolonged absence from the University on non-University business.

2. Substantial Outside Commitments

Commitments that engage a substantial portion of the time a member is expected to spend in University-related activities and which thereby dilute the amount or quality of participation in the instructional, scholarly, or administrative work of the University. Situations in which a member, while serving in a position at the University, makes a substantial contribution to the non-educational services offered by another entity.

3. Multiple Teaching Appointments

Situations in which a member, while serving in a position at the University, is concurrently engaged to teach a course or otherwise make a substantial contribution to the instruction or educational services offered by another entity.

Instructional activities performed in the course of normal faculty scholarly leave or for a subsidiary of the University, which are routinely subject to disclosure and approval processes, are not meant to be covered by this example.

4. Limitations on Performance of Duties

Situations in which a member, as part of an arrangement with an entity unaffiliated with the University, agrees to any limitations on his/her performance of teaching or other instructional duties, or non-teaching duties for the University (e.g., through agreements containing exclusive provider, non-competition, or right-of-first-refusal clauses).

5. External Executive or Managerial Appointments

Situations in which a member is asked to assume executive positions with outside organizations that might seriously divert the member's attention from University duties, or create other conflicts of loyalty.

Section E

DISCLOSURE PROCEDURES

A. Duty to Disclose

In order to identify and review conflicts of interest and commitment and the appearance thereof, members must disclose in advance all outside activities and financial interests that might be or have the appearance of being conflicts of interest or commitment to the appropriate University officials designated below. Such disclosures shall be sufficiently detailed and timely as to allow accurate and objective evaluation prior to making commitments or initiating activities that represent potential conflict situations. The information must be accurate and not false, erroneous, misleading, or incomplete. Each member has an obligation to cooperate fully in the review of the pertinent facts and circumstances.

Certain University activities will involve more specific policies and procedures with respect to conflict situations because of either governmental requirements or corporate fiduciary duty. These specific policies and procedures can be found in the Special Procedures section on page 92. Trustees and general officers, as well as any member involved with sponsored research or the development and licensing of intellectual property under the auspices of the University, are responsible for understanding and adhering to these additional policies and procedures in the Special Procedures section.

Disclosure required by any governmental, accreditation, or other self-regulatory agency, such as the Public Health Service or the Joint Commission on Accreditation of Healthcare Organizations, should be made to the appropriate administrator or general officer, the Office of the General Counsel, the Division of Sponsored Research or the Office of Research, as the case may be, on the

required forms before grant application submission and review by the Institutional Review Board. Additionally, disclosure should be made to publications and journal editors when research manuscripts are submitted and to the audience during any oral presentation of research if the member has a conflict situation.

B. Annual Disclosure Process

In addition to the duty of advance disclosure discussed above, all members are required to submit the Annual Evaluation Form upon initial employment and annually thereafter by August 1, as well as other relevant information, financial or otherwise, as follows:

1. Staff members submit their disclosure forms to their director or department head.
2. Faculty members and department chairs at University Central submit their disclosure forms to their Dean, and faculty members and department chairs at the Medical Center submit their disclosure forms to their department chair.
3. Disclosure forms pertaining to sponsored research at the Medical Center shall be submitted to the Office of Research, and disclosure forms pertaining to sponsored research at University Central shall be submitted to the Division of Sponsored Research.
4. Trustees, general officers, Deans of schools, and members of executive administration submit their disclosure forms to the Office of the General Counsel.
5. Disclosures pertaining to conflict situations involving the University as a party shall be submitted to the Office of the General Counsel.

Updated forms must also be submitted throughout the year if changes in circumstances arise that may either (a) give rise to a potential conflict of interest or commitment, or (b) change or eliminate a potential conflict previously disclosed. All disclosure forms and management plans are official records and will be maintained according to an appropriate retention schedule. The forms contain information that may have a direct bearing on an individual's employment. The forms will be considered confidential; however, the information may be released in accordance with and as required by federal, state, or local law or court order.

C. Official Review Process

1. Staff Members

a. Departmental Review

All disclosures, annual or otherwise, received by a director or department head or any other administrator from a staff member must be forwarded to the

general officer of such staff member's division for departmental review. This departmental review shall require the general officer to be responsible for the evaluation and classification or categorization of conflict situations disclosed by staff members within his or her area. With respect to Category II conflict situations, the general officer shall submit a report to the chair of the University Conflicts Committee (see University Conflicts Committee, below) describing the conflict situation, the general officer's decisions pertaining to the conflict situation, and the rationale for those decisions, within thirty days after reaching his or her final determination. A staff member may appeal an adverse decision by a general officer to the University Conflicts Committee within thirty days of any final determination. The general officer shall document in written detail all decisions and the rationale for those decisions. General officers may delegate their responsibilities under this section for departmental review to an administrator or a committee formed specifically for the purpose of reviewing conflict situations.

b. Institutional Review

With respect to Category III conflict situations, the general officer shall submit a recommendation to the chair of the University Conflicts Committee (see University Conflicts Committee, below) describing the conflict situation, the general officer's recommendations pertaining to the conflict situation, and the rationale for those recommendations. The chair of the University Conflicts Committee shall either (1) approve the general officer's recommendations for implementation or (2) convene the University Conflicts Committee for institutional review of the conflict situation and the general officer's recommendations.

2. *Faculty Members at University Central*

a. Departmental Review

University Central Deans are responsible for reviewing all disclosures, annual or otherwise, submitted by a faculty member for departmental review. This departmental review shall require the Deans to be responsible for the evaluation and classification or categorization of conflict situations disclosed by faculty members within their respective schools, as well as the design and implementation of any management or monitoring plans the Deans deem necessary. With respect to Category II conflict situations, the Dean shall submit a report to the Provost and the chair of the University Conflicts Committee (see University Conflicts Committee, below) describing the conflict situation, the Dean's decisions pertaining to the conflict situation, and the rationale for those decisions within thirty days after reaching his or her final determination. A faculty member may appeal an adverse decision by his or her Dean to the University Conflicts Committee within thirty days of any final determination. The Deans shall document in written detail all decisions and the rationale for those decisions.

b. Institutional Review

With respect to Category III conflict situations, the Dean shall submit a recommendation to the Provost and the chair of the University Conflicts Committee (see University Conflicts Committee, below) describing the conflict situation, the Dean's recommendations pertaining to the conflict situation, and the rationale for those recommendations. The chair of the University Conflicts Committee shall either (1) approve the Dean's recommendations for implementation or (2) convene the University Conflicts Committee for institutional review of the conflict situation.

3. Faculty Members at the School of Medicine

a. Departmental Review

All disclosures, annual or otherwise, received by a department chair at the School of Medicine from a faculty member must be forwarded by the department chairs to the Medical Center Conflicts of Interest Committee for departmental review. This departmental review shall require the Medical Center Conflicts of Interest Committee to be responsible for the evaluation and classification or categorization of conflict situations disclosed by faculty members at the School of Medicine and for the design and implementation of any management or monitoring plans it deems necessary. With respect to Category II conflict situations, the Medical Center Conflict of Interests Committee shall submit a report to the Dean of the School of Medicine and the chair of the University Conflicts Committee (see University Conflicts Committee, below) describing the conflict situation, the Committee's decisions pertaining to the conflict situation, and the rationale for those decisions within thirty days after reaching its final determination. A faculty member may appeal an adverse decision by the Medical Center Conflicts of Interest Committee to the University Conflicts Committee within thirty days of any final determination.

b. Institutional Review

With respect to Category III conflict situations, the Medical Center Conflict of Interests Committee shall submit a recommendation to the Dean of the School of Medicine and the chair of the University Conflicts Committee (see University Conflicts Committee, below) describing the conflict situation, the Committee's recommendations pertaining to the conflict situation, and the rationale for those recommendations. The chair of the University Conflicts Committee shall either (1) approve the Medical Center Conflict of Interests Committee's recommendations for implementation or (2) convene the University Conflicts Committee for institutional review of the conflict situation.

4. Sponsored Research at University Central

a. Departmental Review

All disclosures, annual or otherwise, received by the Division of Sponsored Research with respect to sponsored research at University Central must be

forwarded to the Associate Provost for Research for departmental review. This departmental review shall require the Associate Provost for Research to be responsible for the evaluation and classification or categorization of conflict situations disclosed with respect to sponsored research at University Central as well as the design and implementation of any management or monitoring plans he or she deems necessary. With respect to Category II conflict situations, the Associate Provost for Research shall submit a report to the Provost and the chair of the University Conflicts Committee (see University Conflicts Committee, below) describing the conflict situation, the decisions of the Associate Provost for Research pertaining to the conflict situation, and the rationale for those decisions, within thirty days after reaching his or her final determination. An adverse decision by the Associate Provost for Research may be appealed to the University Conflicts Committee within thirty days of any final determination. The Associate Provost for Research shall document in written detail all decisions and the rationale for those decisions. The Associate Provost for Research may delegate his or her responsibilities under this section for departmental review to an advisory committee appointed by the Provost and formed specifically for the purpose of reviewing conflict situations.

b. Institutional Review

With respect to Category III conflict situations, the Associate Provost for Research shall submit a recommendation to the Provost and the chair of the University Conflicts Committee (see University Conflicts Committee, below) describing the conflict situation, the recommendations of the Associate Provost for Research pertaining to the conflict situation, and the rationale for those recommendations. The chair of the University Conflicts Committee shall either (1) approve the recommendations of the Associate Provost for Research for implementation or (2) convene the University Conflicts Committee for institutional review of the conflict situation.

5. *Sponsored Research at the Medical Center*

a. Departmental Review

All disclosures, annual or otherwise, received by Office of Research with respect to sponsored research at the Medical Center must be forwarded to the Medical Center Conflicts of Interest Committee for departmental review. This departmental review shall require the Medical Center Conflicts of Interest Committee to be responsible for the evaluation and classification or categorization of conflict situations disclosed with respect to sponsored research at the Medical Center and for the design and implementation of any management or monitoring plans it deems necessary. With respect to Category II conflict situations, the Medical Center Conflict of Interests Committee shall submit a report to the Dean of the School of Medicine and the chair of the University Conflicts Committee (see University Conflicts Committee, below) describing the conflict situation, the Committee's decisions pertaining to the

conflict situation, and the rationale for those decisions, within thirty days after reaching its final determination. An adverse decision by the Medical Center Conflicts of Interest Committee may be appealed to the University Conflicts Committee within thirty days of any final determination.

b. Institutional Review

With respect to Category III conflict situations, the Medical Center Conflict of Interests Committee shall submit a recommendation to the Dean of the School of Medicine and the chair of the University Conflicts Committee (see University Conflicts Committee, below) describing the conflict situation, the Committee's recommendations pertaining to the conflict situation, and the rationale for those recommendations. The chair of the University Conflicts Committee shall either (1) approve the Medical Center Conflict of Interests Committee's recommendations for implementation or (2) convene the University Conflicts Committee for institutional review of the conflict situation.

6. Executive Administration, General Officers, and the University

a. Departmental Review

The Office of the General Counsel is responsible for reviewing all disclosures, annual or otherwise, submitted by any administrator or general officer (other than the Chancellor) or pertaining to the University itself for departmental review. This departmental review shall require the Office of the General Counsel to be responsible for the evaluation and classification or categorization of conflict situations disclosed as well as the design and implementation of any management or monitoring plans the Office of the General Counsel deems necessary. With respect to Category II conflict situations, the Office of the General Counsel shall submit a report to the chair of the University Conflicts Committee (see University Conflicts Committee, below) describing the conflict situation, the Office of the General Counsel's decisions pertaining to the conflict situation, and the rationale for those decisions, within thirty days after reaching its final determination. Any administrator or general officer may appeal an adverse decision by the Office of the General Counsel to the University Conflicts Committee within thirty days of any final determination. The Office of the General Counsel shall document in written detail all decisions and the rationale for those decisions.

b. Institutional Review

With respect to Category III conflict situations, the Office of the General Counsel shall submit a recommendation to the chair of the University Conflicts Committee (see University Conflicts Committee, below) describing the conflict situation, the Office of the General Counsel's recommendations pertaining to the conflict situation, and the rationale for those recommendations. The chair of the University Conflicts Committee shall either (1) approve the Office of General Counsel's recommendations for implementation or (2) convene the University Conflicts Committee for institutional review of the conflict situation.

7. Chancellor and Board of Trust

a. Departmental Review

The Office of the General Counsel is responsible for reviewing all disclosures, annual or otherwise, submitted by the Chancellor and all trustees (including members of the Board of Trust or any other governing board of the University as well as any committees or subcommittees thereof) for departmental review. This departmental review shall require the Office of the General Counsel to be responsible for the evaluation and classification or categorization of conflict situations disclosed as well as the design and implementation of any management or monitoring plans the Office of the General Counsel deems necessary. With respect to Category II conflict situations, the Office of the General Counsel shall submit a report to the chair of the Audit Committee of the Vanderbilt University Board of Trust describing the conflict situation, the Office of the General Counsel's decisions pertaining to the conflict situation, and the rationale for those decisions, within thirty days after reaching its final determination. The Chancellor and any trustee may appeal an adverse decision by the Office of the General Counsel to the Audit Committee within thirty days of any final determination. The Office of the General Counsel shall document in written detail all decisions and the rationale for those decisions.

b. Institutional Review

With respect to Category III conflict situations, the Office of the General Counsel shall submit a recommendation to the chair of the Audit Committee of the Vanderbilt University Board of Trust describing the conflict situation, the Office of the General Counsel's recommendations pertaining to the conflict situation, and the rationale for those recommendations. The chair of the Audit Committee shall either (1) approve the Office of the General Counsel's recommendations for implementation or (2) convene the Audit Committee for institutional review of the conflict situation.

Section F

UNIVERSITY CONFLICTS COMMITTEE

A. Purpose

There shall be established a University Conflicts Committee (UCC) which shall be a University resource on conflicts of interest and commitment.

B. Composition

The UCC shall have representatives from relevant areas across the University, including audit, research, legal, administrative, and compliance. At least one representative on the UCC shall be a person from outside the University community. The University's General Counsel shall serve as the chair of the UCC and the representatives on the UCC shall serve for a renewable three-year term.

C. Duties

1. The UCC's primary responsibility is to serve as a resource to the University on conflict matters in which the University's mission, philosophy, and overall purpose could be compromised by the University's relationships with its members.

2. The UCC is responsible for reviewing all cases involving Category III conflict situations involving faculty and staff members, administrators, general officers (other than the Chancellor), and the University itself; cases which may be properly appealed to it from adverse decisions; and cases which may be referred to it by the Office of the General Counsel. The UCC will conduct a thorough review of each case and will either approve or deny the proposed activity, management plan, and/or monitoring mechanism(s).

3. In the event of an appeal, the UCC shall be provided with a copy of any disclosure statement which reveals a real or apparent conflict of interest or commitment, together with a recommendation from the appropriate reviewing officials. The UCC must provide individuals the opportunity to appear before the UCC and/or submit written comments regarding the recommendation. The response of the individual will become an official part of the conflict review record.

4. The UCC shall maintain oversight of the annual and periodic disclosures from all members that address potential conflicts of interest and conflicts of commitment situations. The University officials charged with departmental review as described in Disclosure Procedures (above) shall provide the UCC with such summaries or reports or disclosure statements as it may require.

5. The UCC shall maintain an ongoing awareness of procedures, practices, and standards with regard to conflicts of interest and commitment with a view to assuring consistency with the terms of this Policy. It shall carry on whatever dialogue is necessary with college Deans and directors or administrative officers to ensure that its knowledge is sufficiently current and complete. It shall also ensure that a proper balance is maintained between confidentiality and its operations and standards.

6. The UCC shall maintain an awareness of externally imposed conflict of interest requirements.

7. The UCC shall regularly review this Policy annually and make any recommendations to the Office of General Counsel.

8. The UCC, at the request of the Office of the General Counsel, shall make recommendations to the Office of the General Counsel relating to the enforcement of the Policy and any disciplinary action related to a member.

9. The UCC shall perform such additional functions as may be assigned from time to time by the General Counsel.

10. The UCC will report semiannually to the Audit Committee of the Board of Trust and to the Chancellor on matters within its jurisdiction.

D. Procedures

1. The UCC shall establish its own procedures, not inconsistent with this Policy, and may make use of subcommittees to carry out its various functions. The UCC shall maintain confidential minutes of its deliberations.

2. In the case of research or other activities subject to applicable governmental regulations on conflicts of interest, the requirements of such governmental regulations shall apply and supplement and/or, to the extent inconsistent herewith, supersede the provisions of this Policy. In that event, applicable reporting procedures and other substantive and procedural requirements will be followed.

Section G

ENFORCEMENT AND PENALTIES

The Office of the General Counsel is responsible for overseeing the implementation and enforcement of this Policy. The Office of the General Counsel will review all breaches of this Policy, including: (a) failure to comply with the process (by refusal to respond, by responding with incomplete or knowingly inaccurate or misleading information, or otherwise); (b) failure to remedy conflicts; and (c) failure to comply with a prescribed monitoring plan. Such cases may be forwarded to the UCC for review and recommendations to the Office of the General Counsel.

Penalties for deliberate breach of this Policy will be adjudicated in accordance with applicable disciplinary policies and procedures of the University in the *Faculty Manual* and the Human Resource Services *Staff Guidelines*. Possible penalties include reimbursement to the University for misused resources; formal admonition; inclusion in the faculty member's file of a letter from the Dean indicating that the individual's good standing as a member of the faculty has been called into question; ineligibility of the faculty member for grant applications, Institutional Review Board approval, or supervision of graduate students; non-renewal of appointment; and dismissal from employment consistent with the *Staff Guidelines* and *Faculty Manual*.

Any member or student may report a situation involving a conflict situation or a breach of this Policy to an administrator or general officer, the University Central Compliance anonymous hotline at 322-1033, the Medical Center Compliance anonymous hotline at 343-0135, or the Office of the General Counsel. The University will make every effort to protect anyone who reports a violation from reprisal.

Section H

SPECIAL PROCEDURES

A. Special Procedures for General Officers and Trustees

If a determination is made by the Office of the General Counsel that a conflict situation exists with respect to a general officer or a trustee, the following procedures shall be followed:

1. The interested individual shall not take any action on behalf of the University with respect to any transaction, arrangement, relationship, or other action involving the conflict situation. For trustees, the interested individual shall leave any meeting of the Vanderbilt University Board of Trust or other governing board of the University, including any committees or sub-committees of such board, or any other decision making body during any discussion, deliberation, or vote on any transaction, arrangement, relationship, or other action involving the conflict situation.
2. In reviewing any transaction, arrangement, relationship, or other action involving the conflict situation, the appropriate governing board or other decision making body or University official shall determine whether the terms or parameters of any such action are reasonable and the result of arms-length negotiations; whether such action conforms to the University's written policies and furthers its charitable purposes and is beneficial to, and in the best interests of, the University; and, after exercising due diligence, that the University cannot, with reasonable efforts under the circumstances, obtain a more advantageous transaction, arrangement, relationship, or other action otherwise.
3. The minutes of any meeting of the Vanderbilt University Board of Trust or other governing board of the University, including committees and sub-committees of such board, shall include the names of those present for discussion and voting on any transaction, arrangement, relationship, or other action involving the conflict situation, the content of the discussions, including any alternatives to such action, and a record of the vote, including the name of any individual who abstained due to the conflict situation.
4. Except as required by subparagraph (3) immediately above, disclosures by trustees and general officers shall be held in confidence unless the Chairman of the Vanderbilt University Board of Trust or the Chancellor determines that it will be in the best interests of the University to disclose the information.

5. When a conflict situation has been determined to exist by the Office of the General Counsel with respect to a general officer or trustee, periodic reviews shall be conducted by the Office of the General Counsel to ensure that any transaction, arrangement, relationship, or other action involving the conflict situation is beneficial to, and in the best interests of, the University; is fair and reasonable to the University; and is consistent with the University's charitable purpose and its status as an organization exempt from federal income tax. In conducting such periodic reviews, the Office of the General Counsel may, but is not required to, use outside advisors.

Section I

POLICIES FOR RESEARCH

A. Sponsored Research

The federal Public Health Service and the National Science Foundation require the University to assume responsibility for assuring that the financial interests of researchers do not compromise the objectivity of the design, conduct, or reporting of research funded by these agencies. Accordingly, the University requires that any individual (a "researcher"), including faculty and staff members as well as students, who participates in the design, conduct, or reporting of sponsored research must report in advance to the University the existence of any significant financial interest that would reasonably appear to be affected by that research activity and shall, prior to approval of a research proposal by the appropriate University officials, complete the appropriate disclosure forms required by this Policy, as well as any other certifications or disclosures required by a sponsor.

The University also requires that external consultants, subcontractors, subgrantees, or collaborators must certify in advance as to potential conflicts of interest. No additional disclosure shall be required of external individuals or entities who participate in the design, conduct, or reporting on a sponsored research project unless they are unable to certify the absence of a conflict of interest.

The final decision pursuant to this Policy with respect to any conflict situation involving sponsored research should be attached with the submission of any Institutional Review Board protocol, a grant application, or a license application. If a final decision has not been made at the time of submission, any research protocol, grant application, or license application cannot be approved pending review of any conflict situation in accordance with this Policy.

Additionally, each department or office involved in sponsored research at the University, including, but not limited to, the Office of Research, the Division of Sponsored Research, the Office of Technology Transfer, the Institutional Review Board, the Associate Provost for Research, and the Associate

Vice Chancellor for Research, shall implement policies and procedures, including regular audits, to ensure appropriate coordination and notification within each office of conflict of interest issues related to sponsored research on a timely and accurate basis. The Institutional Review Board shall be responsible for determining whether a conflict situation (and how it is being managed, if applicable) should be disclosed to human participants in research, and, if so, in what form and detail.

Participants in sponsored research projects who, for whatever reason, did not submit initial disclosure forms (e.g., they were not initially identified as participants, or subsequently have become participants in the design, conduct, or reporting of the project) shall submit a disclosure form within ten working days of being identified as participants by the principal investigator. Any researcher who participates in a sponsored research project who has initially declared or indicated the absence of a significant financial interest or other conflict situation and then subsequently determines that, through a change in circumstances or for any other reason, a significant financial interest or other conflict situation exists, shall submit a revised disclosure form as required by this Policy within ten working days of such determination.

The principal investigator and all other researchers on a proposed sponsored research project will certify on the sponsored research application that they have read and understand this Policy, that all required disclosures have been made to the appropriate personnel, and that they will comply with any conditions or restrictions imposed. Any researcher who fails to comply with this Policy or who disregards the actions taken to manage, reduce, or eliminate a conflict situation shall be subject to appropriate disciplinary action.

The Division of Sponsored Research or the Office of Research, as the case may be, will certify on any sponsored research application that the University has in place a policy to comply with any applicable federal regulations and that actual or potential conflicts of interest will be appropriately managed and reported to the sponsoring entity as required by applicable law.

When publishing or formally presenting results of sponsored research or providing expert commentary on sponsored research, researchers must simultaneously disclose any significant financial interest or other conflict situations involving the researchers and the sponsored research. All financial disclosures and records of actions taken by the University pursuant to this Policy will be maintained for at least three years from the date of submission of the final expenditures report.

B. Office of Technology Transfer

The Office of Technology Transfer is responsible for administration of the University's Policy on Technology and Literary and Artistic Works, a complete copy of which is recited in this *Faculty Manual* and also can be found on the Vanderbilt University Web site at www.vanderbilt.edu/technology_transfer/policy.htm.

The University, through the Office of Technology Transfer, engages in common practices for licensing of inventions, technology, and tangible research properties owned by the University. The Office of Technology Transfer is very receptive to input of member inventors about which businesses to license. However, member inventors need to be aware that rights to future inventions, research, and technology are subject to separate agreements. Full disclosure by the members of their relationship with the potential licensee in accordance with this Policy is required. If commercially reasonable terms are not reached within a reasonable time frame, the Office of Technology Transfer may market the technology to other potential licensees.

In some cases, start-up companies may be formed by the inventing member and other interested parties for the purpose of commercializing University inventions. The Office of Technology Transfer may determine whether to take equity as a component of the license agreement in such circumstances. If the founding member inventors also negotiate a separate equity stake in the start-up company, their equity share must be disclosed in advance to the Office of Technology Transfer and in accordance with this Policy. In such cases, the equity could be viewed as constituting a significant financial interest and must be disclosed in advance by the members to the appropriate University official so that their relationship with the start-up company may be reviewed and approved in accordance with this Policy.

In the event the start-up company desires to fund further research in the inventor member's lab, the member must disclose his or her relationship with the start-up company to the appropriate University sponsored research official who is negotiating with the start-up company. At the request of the Office of Research or the Division of Sponsored Research, the Office of Technology Transfer shall advise in the drafting and negotiating of appropriate intellectual property provisions in such sponsored research agreements. In general, the Office of Research, the Division of Sponsored Research, and the Office of Technology Transfer will negotiate such matters with a representative of the start-up company who is not the member inventor.

Section J

CONFLICT REVIEW AND MANAGEMENT

A. Conflict Examples

It is difficult to specify precisely what constitutes an objectionable conflict in all situations. Illustrative examples are given to assist members in understanding where and how such conflicts may arise.

The following commentary and examples are intended to provide guidance in the identification of conflicts of interest or commitment. The list does not cover all possible situations which might involve an actual or apparent conflict of interest. It is intended to be illustrative only.

1. Activities that are routinely acceptable without disclosure.

a. Receiving royalties for published scholarly works and other materials or for inventions pursuant to the University patent and copyright policies.

b. Membership in and service to professional associations and learned societies; membership on professional review or advisory panels; presentation of lectures, papers, conferences, or exhibits; participation in seminars and conferences; reviewing or editing scholarly publications; and service to accreditation bodies as long as they do not conflict or interfere with the timely performance of primary University duties. These activities are permitted even if they are performed for honoraria or reimbursement of expenses, provided that the receipt of honoraria or reimbursement of expense is not a conflict with any other University, state, or federal law, policy, rule, or regulation or otherwise extravagant under the circumstances.

2. Activities that may be acceptable with advance disclosure and review and, if necessary, development and implementation of a management or monitoring plan.

a. Research Activities

(i) Participation in sponsored research on a technology developed by that member or family member or from which the member or a family member receives royalties.

(ii) Initiation or orientation of University research to serve the needs of a private firm or a public agency.

b. External Activities

(i) Serving on the board of directors or scientific advisory board of a business from which that member or a family member receives research support.

(ii) Member's or family member's assuming an executive position in a not-for-profit business engaged in commercial or research activities in an area related to the member's University responsibilities (e.g., a faculty member's or his or her family member's assuming an advisory role or directorship in a business engaged in research or patient care activities).

c. Ownership

(i) Possession by a member or family member of a significant financial interest in a business that competes with the services provided by the University as a part of its education, research, patient care, or public service mission or the acceptance by a member or a family member of any executive position with any such business.

(ii) Possession by a member or family member of a significant financial interest in a not-for-profit business engaged in commercial or research activities in an area related to the member's University responsibilities (e.g., a faculty member's or his or her family member's having direct ownership of equity in a business engaged in research or patient care activities).

- (iii) Possession by a member or family member of a significant financial interest in a business or serving in an executive position in a business that has or seeks to have a contractual relationship with the University.
- (iv) Possession by a member or family member of a significant financial interest in a start-up company that licenses the individual's technology, unless the relationship has been approved by appropriate University officials in accordance with this Policy and reviewed by the Office of Technology Transfer.

d. Other

- (I) Requiring or recommending one's own or one's family member's textbook or other teaching aids, materials, software, equipment, or the like to be used in connection with University instructional programs.
- (ii) Acceptance by a member or family member of other than nominal gratuities or special favors from one whom the individual knows is doing business with or proposing to do business with the University. Nominal may include, but is not limited to, meals or small gifts, not greater in value than \$300 per year from a single source, whether an individual or a business, provided that such gratuities or favors are not otherwise extravagant under the circumstances.
- (iii) The use of University resources, including facilities, personnel, equipment, or confidential, privileged, or other proprietary information, (e.g., studios, computer technology, research, technical or support staff) for non-University responsibilities or any purpose other than the performance of the individual's University employment.
- (iv) Employment of a staff member within the University in addition to his or her primary employment.
- (v) Employment of a full-time staff member outside of the University.

3. *Activities having a rebuttable presumption of being unacceptable.*

a. Research Activities

- (i) Participating in sponsored research involving a technology or product owned by or contractually obligated (by license, option, or otherwise) to a business in which the member or a family member holds a significant financial interest (including a consulting relationship) or serves in an executive position.
- (ii) Receiving through contract, grant, gift, or sponsored research, support under University auspices (whether in dollars or in kind) for research from a business in which the member or family member has a significant financial interest (including a consulting relationship) or serves in an executive position.
- (iii) Accepting support for University research under terms and conditions that results be held confidential, unpublished, or significantly delayed in publication, other than the delay permitted by University policy.

- (iv) Assigning students, post-doctoral fellows, or other trainees to University projects sponsored by a business in which the member or a family member has a significant financial interest.
 - (v) Proposals for external research support involving non-faculty employees and students if such employees or students are to receive royalties or hold equity under the circumstances described in items a. through d. above.
 - (vi) Use of University resources in consulting that is not *de minimis*.
 - (vii) Failure to inform the Office of Technology Transfer and the appropriate University officials in accordance with this Policy about inventions and research results in which the University might have ownership interests pursuant to the University's Policy on Technology and Literary and Artistic Works (see pages 103 to 109).
- b. External Activities
- (i) Assigning or allowing the participation of a student in any consulting relationship of the member that meets the definition of significant financial interest.
 - (ii) Member's or family member's assuming an executive position or having a significant financial interest in a for-profit business engaged in commercial or research activities in an area related to the member's University responsibilities (e.g., a faculty member or his or her family member with respect to biomedical or patient care activities).
 - (iii) Making referrals of University work to an external business (including a professional office) in which the member or a family member has a significant financial interest.
 - (iv) Associating one's name or one's work with an external activity in such a way as to profit monetarily by trading on the reputation or good will of or implying sponsorship or endorsement by the University. An example of a context in which this might occur is an external professional activity for pay or use of University letterhead for external activities.
- c. Public Disclosure
- (i) Publishing or formally presenting results of research under University auspices, or providing expert commentary on a subject, without simultaneously disclosing any significant financial interest in a business which owns or has a contractual relationship to the technology being reported or discussed or which sponsors the research being reported or discussed.
 - (ii) Unauthorized use of confidential or privileged information acquired in connection with one's University responsibilities.
 - (iii) Transmitting to outsiders or otherwise using for personal gain any products, property, work products, results, materials, records, or non-public information developed or acquired with University funding or through sponsored research.

d. Administrative Responsibilities

- (i) Taking administrative action in the course and scope of one's University responsibilities that is beneficial to a business in which the member or a family member has a significant financial interest.
- (ii) Influencing or participating in the negotiation of contracts or giving final approval to contracts between the University and an outside organization with which the member or a family member has a significant financial interest or with which the member or family member has an employment or consulting arrangement.
- (iii) Extending gratuities or special favors to employees of any sponsoring government, business, or other agency or entity.
- (iv) Acceptance of employment, an official relationship, or a consulting arrangement with another concern which has a business relationship with the University.
- (v) Hiring of a family member by a member for University employment or participation in sponsored research or being in a position to supervise a family member.

e. Committee Participation

Serving on a committee of a governmental agency or private entity and simultaneously participating in the consideration by such a committee of the regulation or application of a technology that is owned by or contractually obligated (by license or exercise of option to license) to a business in which that member or a family member has a significant financial interest or with respect to any grant or proposal submitted by a colleague at the University. (Members are advised to consult the federal Conflicts of Interest Statutes available at 18 U.S.C. 202-209.)

Section K

CONFLICT ANALYSIS

Any individual or committee charged with the responsibility for reviewing disclosures should conduct the following analysis:

1. What is the specific situation or transaction which could create an apparent, possible, or actual conflict of interest or conflict of commitment?
2. What category of conflict is involved?
3. If a Category II or III conflict is involved, can the conflict be managed?

In reviewing the activities of members to assess the risks presented by conflict situations, the following factors should be used to structure discussion and deliberation to determine the best interests of the University:

1. What are the ethical issues presented?
2. Could the conduct of research and publication be affected?
3. Is there potential for adverse effects on students, patients, or human research subjects?

4. Is the use of University resources involved?
5. Could a member's primary commitment to the University be affected?
6. What are the public relations and media issues that could arise?

The following are examples of specific questions that can assist in the analysis process:

1. Ethics

- Is there a possibility that the research agenda might be subverted?
- Has there been full disclosure of a member's activities?
- Do the member's relevant financial interests exceed predetermined thresholds of acceptability, where specified?
- Is there any indication or perception that research results might not be faithfully and accurately reported?
- Is there any indication or perception that the member in his or her professional role might improperly favor any outside entity or appear to have incentive to do so?
- Could any student's education be put at risk, or could potential conflicts of interest or commitment be created for students?
- Has the member appropriately represented the University to outside entities?
- Does the member appear to be subject to incentives that might lead to inappropriate bias?
- Is there any indication that obligations to the University might not be met?
- Is the member involved in a situation that might raise questions of bias, self-dealing, inappropriate use of University assets, poor management, or impropriety?
- Could the member's circumstances represent any possible violation of federal, state, or local laws and requirements?
- Is the negotiation of relevant research affiliations or other contracts being handled by truly disinterested representatives of the University?
- Will the project be supervised by someone with authority and no conflicting interests?

2. Research and Publication

- Will the research work plan receive independent peer review prior to its initiation?
- Is it possible that the educational programs of the University, particularly those involving graduate students, could be adversely affected?
- Can the free flow of scientific information be ensured?
- Is the proposed research appropriate for the University?
- Is the teaching and research environment open?
- Are there inappropriate restrictions on the freedom to publish and disseminate research results?
- Are licensing agreements necessary?
- Are the University's rights to research results appropriately protected?

- Are there means to verify research results, e.g., independent corroboration in another lab?
- Will data and materials be shared openly with independent researchers? If not, who determines accessibility to such resources?
- Will the product of the collaborative effort with an outside party be published in the peer-reviewed scientific literature?
- Will the sponsorship and relevant interests receive acknowledgment in public presentations of the research results?
- Could the safety or welfare of patients or human research subjects be compromised?

3. University Resources

- Could University resources be used for private gain?
- Are University facilities and resources used appropriately?

4. Time Commitment

- Do the member's external commitments exceed permissible levels?

5. Licensing Transactions

- Are the sponsorship and license terms the result of arm's-length negotiations?
- Do grants of equity interests to a member provide proportionate compensation relative to the standard share of royalties a member might receive for technology licensed to an unrelated business or relative to the services provided?
- Can the licensing of inventions and/or research results covering basic research cause the licensee to compete with the University for grant funding?
- What is the present or near-term capacity to perform the essential functions outlined in the business's business plan?
- Do contracts back to the University of development work suggest that the technology was licensed to a business in an arm's-length transaction?
- Is the sponsor or licensee publicly or privately held, and does the financial interest involve fixed or variable rates of return or securities such as preferred stock, stock options, or convertible debt instruments?
- How large is the business, and what is the nature of the influence wielded by the member in the business?
- Is there a significant difference between the research emphasis of the sponsor or licensee and the member?

Section L

CONFLICT MANAGEMENT

Once a conflict situation has been identified, the individual or committee charged with responsibility for reviewing and deciding the conflict situation

should explore whether the conflict situation can be managed and monitored in such a way as to avoid negative consequences for the University while minimizing, reducing, or eliminating the potential for bias or unacceptable personal or financial benefit.

For example, in the performance of outside consulting activities, a member may be required to use University-owned property, facilities, or equipment. In an effort to mitigate against the unauthorized use of such items, administrators, in consultation with the Office of the General Counsel, should create appropriate documents to allow members the use of these items under agreed-upon terms and conditions. In cooperation with administrators, fee-for-service agreements could be developed to address such issues as: (1) full recovery, if possible, of both direct and indirect costs; (2) liability concerns; (3) ownership and utilization of generated data, materials, and software; (4) publication, copyright, and patent rights; (5) unrelated business income; and (6) methods of payment.

Other possible strategies include the following:

1. Increasing the segregation between decision making and the research or business transaction by assigning independent departmental personnel to monitor the individual's conflict activities and requiring that all correspondence, telephone inquiries, financial transactions, and coordination of research activities, such as the Institutional Review Board, are funneled directly through an independent party. In the research context, the principal investigators and the sponsor would never interact regarding institutional procedures or financial matters, with their discussions restricted primarily to the research protocol/project itself.

2. Requiring modification or reformulation of research plans or transferring portions of research to independent researchers, if necessary, to avoid actual conflicts.

3. Requiring divestiture of relevant significant financial interests or reducing and modifying the financial interest.

4. Termination or reduction of involvement in the relevant research project.

5. Termination of inappropriate student involvement in projects.

6. Severing outside relationships that create unacceptable conflicts.

7. Notifying patients, human subject participants and other potentially interested parties.

8. Establishing a monitoring process to scrutinize the research or business transaction.

9. Surrender of misappropriated University assets or resources, whether tangible or intangible.

Chapter 4

Policy on Technology and Literary and Artistic Works



Section A GENERAL

The policy governs the ownership, protection, and transfer of Technology (Inventions, Discoveries, and other Innovations) and Literary and Artistic Works created or authored by University faculty members, staff members, or students.

It is the purpose of this policy to encourage, support, and reward scientific research and scholarship, and to recognize the rights and interests of the creator, author, inventor, or innovator (“Inventor or Creator”); the public; the sponsor; and the University. The University’s commitment to teaching and research is primary, and this policy does not diminish the right and obligation of faculty members to disseminate research results for scholarly purposes, which is considered by the University to take precedence over the commercialization of Technology and Literary and Artistic Works. This policy is intended to be consistent with the University’s commitment to academic freedom, faculty involvement in policy development, and the Policy Guidelines for Sponsored Research as provided in the *Faculty Manual*. In addition, it is intended that application of this policy will take into consideration principles of open and full disclosure, overall equity, fairness to the Inventor or Creator and the University, the need for understanding and goodwill among the parties who have an interest in Technology or Literary and Artistic Works, and reasonableness in the negotiation of licensing agreements.

An In-Depth Review of the Vanderbilt University Patent Policy and Recommendations for Its Replacement by a Policy on Technology and Literary and Artistic Works, a report prepared by the Patent Review Committee, dated January 1993 (Second Revised Edition), contains the history of this policy and provides general principles and hypothetical examples. Issues not directly addressed in this policy, including disagreements concerning its application or interpretation, will be addressed and resolved consistent with these general principles and hypothetical examples.

Section B

RIGHTS IN TECHNOLOGY

Literary and Artistic Works

All rights in scholarly books, articles and other publications, artistic, literary, film, tape, and musical works (“Literary and Artistic Works”) are granted to the faculty, staff, and students who are the authors. Literary and Artistic Works includes texts that have been stored on computer media, but excludes computer programs or computer software or databases that are neither accessory to nor an electronic expression of a scholarly text. All rights in non-scholarly Literary and Artistic Works created with the use of University funds or facilities, or that capitalize on an affiliation with the University, are granted to the University, and income distribution shall be handled in the same manner as technology. Commercial use of the University’s name and marks requires prior University approval.

Technology

All rights in technology created by Vanderbilt faculty members, staff members, or students with the use of University facilities or funds administered by the University are granted to the University, with income to be distributed in accordance with this policy. The terms “Inventions, Discoveries, and Other Innovations” and “Technology” include tangible or intangible inventions, in the patent sense, whether or not reduced to practice, and tangible research results whether or not patentable or copyrightable. These research results include, for example, computer programs, integrated circuit designs, industrial designs, databases, technical drawings, biogenic materials, and other technical creations. Faculty members working with students on research projects must inform those students in advance of the terms of this policy and of any burdens of nondisclosure or confidentiality deemed necessary by the faculty member to protect resulting technology.

All rights in technology created by Vanderbilt faculty members, staff members, or students without the use of University facilities or funds administered by the University, but which fall within the Inventor’s or Creator’s scope of employment, are granted to the University, with income to be distributed in accordance with this policy, subject to the following two (2) exceptions in which the University generally will assert no ownership rights or interests:

1. Technology assigned to an outside entity by a faculty member under a consulting agreement that is consistent with University and school policies, including Conflicts of Interest policies, and that was disclosed in writing to the faculty member’s Dean and Chair in advance of execution of the agreement by the faculty member.

2. Technology created pursuant to independent research or other outside activity that is consistent with University and school policies, including Conflicts

of Interest policies, and that was disclosed in writing to the faculty member's Dean and Chair at the beginning phase of this research or activity. Acknowledgment in writing is to be obtained from the faculty member's Dean and Chair.

For purposes of this policy, factors considered in determining the scope of a faculty member's employment normally would include the relationship of the technology to that faculty member's recent teaching, research, and other University activities, as well as activities stipulated in any appointment contract. Disagreements concerning ownership and other matters regarding this policy can be appealed to the Technology Review Committee in accordance with this policy.

For exceptions (1) and (2) above (i.e., consulting and independent research), it is the responsibility of the faculty member to disclose and resolve in advance with the Dean and Chair any potential conflict of interest or overlap in claims of ownership of technology. If no potential conflict of interest or overlap in claims to technology is, or reasonably should be, apparent, the faculty member need only include in the disclosure the name of the company, if any, for whom the work is being done, the subject area of the work, the expected level of effort, and a statement that no potential conflict or overlap exists in claims of ownership of technology. In order to maintain a spirit of collegiality, Inventors or Creators have the responsibility for full and open disclosure to the Dean and Chair concerning all matters relating to the commercialization of technology in which the University has an interest. In the Medical Center, such disclosures must be copied to the appropriate officer in the Office of the Vice Chancellor for Health Affairs.

Works-for-Hire and Employee Inventions

This policy does not apply to works-for-hire or employee inventions that are created as a specific requirement of University employment or as an assigned University duty. All rights in these works are owned by the University with no right or interest vesting in the Inventor or Creator.

Section C

GOVERNANCE

Administration

The Chancellor of the University is responsible for matters of policy relating to Technology Transfer and affecting the University's relations with Inventors or Creators, governments, private research sponsors, industry, and the public. The Office of Technology Transfer is responsible for administration of this policy, including the evaluation of patentability or other forms of protection, the filing of patents, licensing activities, and pursuit of infringement actions, consistent with the terms of this policy. These responsibilities

are carried out in coordination with the Provost, the Vice Chancellor for Health Affairs, and the Office of the General Counsel.

Technology Review Committee

A Technology Review Committee is appointed by the Chancellor with nominations for faculty positions being made by the Consultative Committee of the Faculty Senate. The Technology Review Committee (“committee”) is chaired by a faculty member and the majority of members are faculty members without administrative appointments. The committee reviews and monitors the activities of the Office of Technology Transfer on matters relating to the administration of this policy. The committee must be consulted in advance concerning any material changes to the policy and participate fully in the future development of the policy. In addition, the committee approves recommended allocations between the Technology Promotion Fund and the Technology Research Fund.

The committee serves as an appellate body advisory to the Chancellor in the event a disagreement occurs among Inventors or Creators or between Inventors or Creators and the University concerning the interpretation or application of this policy. In cases in which the committee is unable to resolve the disagreement between the parties, the committee will forward its recommendation for a resolution to the Chancellor for final decision.

At the beginning of each academic year, the Office of Technology Transfer submits to the committee, the Provost, and the Vice Chancellor for Health Affairs an annual report of the patent and licensing activities of the preceding twelve (12) months, including an annual accounting statement of income and expenses from technology in which the University has an interest and an accounting of income and disbursements of the Technology Promotion Fund and Technology Research Fund. Status reports are provided at subsequent committee meetings upon request of the committee.

Disclosures

Technology created by Vanderbilt faculty members, staff members, or students with the use of University facilities or funds administered by the University, or within the Inventor’s or Creator’s scope of employment, must be disclosed in writing to the Office of Technology Transfer and sent to the Provost or the Vice Chancellor for Health Affairs. These disclosures will be maintained in strict confidence.

Licensing

The Inventor or Creator will cooperate with the Office of Technology Transfer in its protection of University interests in disclosed technology including executing appropriate assignments to perfect legal rights. It is anticipated that the Inventor or Creator will be an active participant in the licensing process and will be consulted prior to licensing decisions.

Inventors or Creators having an interest in a potential licensee may request that the potential licensee be given the right of first negotiation, consistent with University policy on conflicts of interest and any other applicable school or departmental policies. Normally such a request will be granted.

If the Office of Technology Transfer, in consultation with the Provost or the Vice Chancellor for Health Affairs, determines not to file for a patent or actively pursue the transfer of particular technology, the University will at the Inventor's or Creator's request assign ownership of the technology to the Inventor consistent with any existing governmental rights. These decisions normally will be made within one year of the date of disclosure.

Section D

INCOME

General Principle

This policy is intended to direct income from income-producing discoveries toward Inventors or Creators, assure the transfer and development of those discoveries for the public benefit, and provide for the funding of future research by faculty of Vanderbilt University.

Definition of Terms

For purposes of this policy, "income" is defined as royalties or return received from the transfer or licensing of technology. Net income is defined as the balance of income remaining after the recovery of (1) total University expenses directly related to generating and securing income from a specific technology, and (2) any advance payment for a special project by the school or other organizational unit of the University. These University expenses will consist of expenses such as legal fees; application, issuance, and maintenance fees for patents; legal fees and other direct expenses concerning licensing or transferring that technology; and direct marketing and patent promotion costs for that technology. Special project advances from the school or other organizational unit of the University will be designated in writing at the time the advance is made. Only net income will be allocated to the Inventors and schools. Upon request, the Office of Technology Transfer will provide an Inventor or Creator with a listing of expenses incurred to date on his or her technology.

Technology Funds

A percentage of the net income (see Schedule below) derived from the transfer, licensing, or commercial exploitation of technology will be placed in a Technology Promotion Fund to be used for promotion of specific technologies.

A percentage of the net income (see Schedule below) derived from the

transfer or licensing of technology that is sufficiently profitable will be placed in a Technology Research Fund with the Technology Review Committee responsible for proposing an equitable mechanism of peer review for disbursement of these funds.

Allocation of Income from Technology

Net income from the transfer or licensing of technology will be allocated according to the percentages in the following schedule. The intent of this schedule is that small discoveries will primarily aid Inventors and Creators and their research efforts, while large inventions will aid the school proportionally more.

SCHEDULE Net Income

	<i>Inventor/ Creator</i>	<i>Inventor's Laboratory</i>	<i>Inventor's Department</i>	<i>Inventor's School</i>	<i>Technology Promotion</i>	<i>Technology Research Fund</i>
<i>Non-Medical</i>						
First \$100,000 per year	50%	*10%	0%	30%	10%	0%
Above \$100,000 per year	40%	*10%	10%	25%	5%	10%
<i>Medical Center</i>						
First \$100,000 per year	50%	0%	20%	20%	10%	0%
Above \$100,000 per year	40%	0%	25%	20%	5%	10%

*For as long as the inventor remains at Vanderbilt. If the inventor leaves Vanderbilt, the inventor's school share is increased by 10%.

For multiple co-inventors/creators, the shares will be apportioned consistent with this schedule.

The Inventor's or Creator's share shall be paid directly to the Inventor. Funds designated for departments and schools are to be used primarily for funding research by the faculty.

In exceptional circumstances with the approval of the appropriate Dean, and the Provost or the Vice Chancellor for Health Affairs, the royalty split for technology may be adjusted subject to negotiations between the University and the Inventor and Creator.

Section E

THE VANDERBILT RESEARCH AND DEVELOPMENT CORPORATION

The Vanderbilt Research and Development Corporation (VRDC), a not-for-profit corporation controlled by Vanderbilt University, was chartered in

December 1986 to facilitate patent management and transfer of technology arising from research conducted at Vanderbilt. Any income derived from VRDC investment will be distributed according to the provisions of the funding from the VRDC.

The VRDC serves as a vehicle to attract and solicit venture capital funds, which may be combined with Vanderbilt University funds and invested in selected projects with development potential. It is expected that these projects will be in an advanced phase of research. The VRDC does not replace any of the University's processes that play a role in the research or Technology Transfer process.

Projects involving technology that meet the above criteria should be submitted to VRDC, 102 Alumni Hall.

Section F

PATENT AND TRADEMARK DEPOSITORY LIBRARY

Vanderbilt University is designated a Patent and Trademark Depository Library by the Patent and Trademark Office of the United States Department of Commerce. The patent collection is housed in the Sarah Shannon Stevenson Science and Engineering Library and is readily available for patent and trademark searches.

Section G

PERIODIC REVIEW

At least every fourth year, the Technology Review Committee shall review the provisions of this policy and their efficacy in meeting the interests of members of the University community and the University.

Chapter 5

Policy Guidelines for Sponsored Research

The following general principles govern University research sponsored in whole or in part by outside entities, including industry or government. University research is defined as any research activity using University facilities or with support from funds administered by the University. Excluded from the definition of University research is personal research not supported from external funds administered by the University and that does not require the use of University facilities or equipment to fulfill an external contractual or consulting obligation.

1. University research must be conducted only for purposes that are consistent with the University's principal missions of the preservation, pursuit, dissemination, and application of knowledge. In particular, classified research projects or projects that otherwise prohibit or limit publication of research results are inconsistent with University missions. Publication is considered to include, but is not limited to, journal publications, proceedings of meetings and conferences, student dissertations and theses, and book manuscripts.

2. Prompt publication of results is the normal and expected outcome of a research project. A delay not to exceed ninety (90) days in submission for publication may be requested by a sponsor who wishes to preview research results. In cases in which a sponsor has been afforded the right to prepare a patent application, or the University wishes to prepare a patent application, it may be agreed that submission for publication may be delayed for up to an additional six months. The research agreement governing any project should specify at the outset of the program whether the sponsor reserves the right to request a delay for either of these reasons.

3. In those research projects in which proprietary information is provided by the sponsor prior to or during the course of the project, any limitations on the disposition of that information must be described in writing prior to the time the information is made available and any requirements of confidentiality or other limitations must be documented, provided to, and approved by the Office of Biomedical Sciences for the Medical Center or the Division of Sponsored Research for the University, whichever is appropriate. Knowledge developed by Vanderbilt researchers on the basis of proprietary information is to be governed by these research guidelines unless otherwise governed by

terms of an authorized research agreement. Proprietary information may be kept confidential between the sponsor and University researchers. Any requirements of confidentiality should be limited, however, especially as they apply to graduate and professional students, when those provisions inhibit in any material way the free flow and exchange of ideas important to University missions. Any participation by graduate and professional students in research that limits or restricts communication must be approved in advance by the appropriate Dean.

4. Consistent with the provisions of the Policy on Technology and Literary and Artistic Works, the University retains ownership of patent rights and software copyrights issued on the basis of any University research. In exceptional circumstances, deviations from this policy may be approved by the Provost or the Vice Chancellor for Health Affairs, as appropriate, on terms that become provisions of the sponsored research agreement.

5. Researchers are obligated to inform their department chairs, Deans, and the appropriate Sponsored Research office in writing in advance of project sponsorship of any special relationship that they have or intend to have with a sponsor. This disclosure should detail fully the nature and purpose of the relationship but normally need not provide specific amounts of financial reimbursement figures except when necessary to determine the existence of conflicts of interest, allocation of effort, or other University interests defined by the Provost or the Vice Chancellor for Health Affairs, as appropriate. This provision applies to all participants in a project, including faculty members, research associates, members of the staff, and students. It is expected that sponsors may inquire whether a researcher is receiving support from a competitor and whether safeguards are in place to protect proprietary information from being misused. To avoid conflicts of interest, researchers should be especially cautious when accepting support from competitor sponsors who are providing proprietary information.

6. A faculty member who serves as principal investigator on a sponsored project is responsible for justifying the appropriateness of direct costs budgeted and charged on that project in accordance with overall government regulations, sponsoring agency guidelines, conditions made as a part of an individual award, and Vanderbilt policies and guidelines. Faculty members are also responsible and accountable to University officials for the proper conduct of the project or program, including, for example, compliance with policies and procedures concerning the use of human subjects or animals in research activities, and environmental safety.

Chapter 6

Computer Privileges and Responsibilities

This policy applies to the use of all Vanderbilt University computing resources, including computer data networks and the resources they make available, as well as stand-alone computers that are owned and/or administered by Vanderbilt.

Computer privileges are granted with the understanding that Vanderbilt computing resources will be used for University purposes. Faculty members, staff members, and students may access and use these resources only for purposes related to their studies, their responsibilities for providing instruction, the discharge of their duties as employees, their official business within the University, and other University-sanctioned activities. Incidental personal use for noncommercial purposes may also be appropriate.

The use of Vanderbilt computing resources for commercial purposes is permitted only with the approval of appropriate University officials and when in accord with other Vanderbilt policies, including conflict of interest policies.

System administrators at Vanderbilt may publish more restrictive policies respecting use of particular computer systems. Users must also observe those policies where applicable.

Secure Use

Users of Vanderbilt computer resources are responsible for the correct and sufficient use of the tools available for maintaining the security of information stored on each computer system. While ultimate responsibility for resolution of problems related to the invasion of the user's privacy or loss of data rests with the user, a reasonable effort will be made by Vanderbilt to lessen the impact of such loss or damage. Users are responsible for observing the following precautions:

- Computer accounts, passwords, and other types of authorization that are assigned to individual users should not be shared with others.
- The user should assign an obscure account password and change it frequently.
- The user should understand the level of protection each computer system automatically applies to files and supplement it, if necessary, for sensitive information.

- The user should be aware of computer viruses and other destructive programs and take steps to avoid being a victim or unwitting distributor of these processes.

- The user should be aware that Vanderbilt computing resources, including software such as electronic mail, are not necessarily secure or private.

Respectful Use

Vanderbilt computing resources should be used in a manner that is protective of the use privileges and property rights of others. Users must therefore:

- Abide by all local, state, and federal laws, including copyright laws.
- Abide by all applicable software license agreements.
- Use only the accounts, access codes or network identification numbers assigned to them.
- Access only those files or data that they are authorized to use.
- Refrain from using computing resources in ways that unnecessarily impede the activities of others.
- Refrain from using computing resources in ways that are unlawfully harassing to others.

Cooperative Use

Vanderbilt expects that computer users are willing to cooperate so that all users may make maximum use of facilities in a shared environment. Users are expected to:

- Regularly delete unneeded files from accounts on shared computing resources.
- Refrain from unneeded use of connect time, information storage space, printing facilities or processing capacity.
- Refrain from unneeded use of interactive network utilities.
- Refrain from using sounds or visuals that are disruptive to others.

Sanctions

Violations of this policy may be grounds for discipline. Discipline may include loss of computing privileges or other sanctions as provided by disciplinary provisions applicable to students, faculty or staff.

In addition, Tennessee and federal law provide for civil and criminal penalties for violations of the law by means of computer use. Examples of unlawful actions include defamatory remarks, destruction of data or equipment belonging to the University or to others, unauthorized copying of copyrighted material, and the transportation of obscene materials across state lines.

Chapter 7

Consensual Relationships

Vanderbilt University is committed to maintaining an academic environment in which members of the University community can freely work together, both in and out of the classroom, to further education and research. When members of the faculty and administrative staff are entrusted with advising and teaching students, evaluating students' papers and course work, and recommending students to other colleagues, they are in a delicate relationship of trust and power. This relationship must not be jeopardized by the appearance of either favoritism or unfairness in the exercise of professional judgment.

In their relationships with students, members of the faculty and administrative staff are expected to be aware of their professional responsibilities and to avoid apparent or actual conflict of interest, favoritism, or bias.

Consensual sexual relationships are prohibited between a student and any faculty member, teaching assistant, or administrative staff member who teaches, supervises, evaluates, or otherwise is in a position to exercise power or authority over that student. Efforts by members of the faculty, teaching assistants, or administrative staff members to initiate these relationships are also prohibited. If a prohibited relationship arises, effective steps must be taken to ensure unbiased evaluation or supervision of the student. Violation of this policy may be grounds for discipline as provided for in Part IV, Chapter 1.

Consensual sexual relationships between a student and any faculty member, teaching assistant, or administrative staff member who is not in a position to exercise direct power or authority over that student (e.g., when the student is in a different school or department) may also be inappropriate because of a perception of power or influence. Any faculty member, teaching assistant, or administrative staff member who engages in such a relationship must accept responsibility for assuring that it does not result in a conflict of interest or raise other issues of professional ethics. In cases of doubt, advice and counsel should be sought from the Dean, department chair, or administrative supervisor.

Chapter 8

Drug and Alcohol Policies

In compliance with the Drug-Free Workplace Act and the Drug-Free Schools and Campuses Act, Vanderbilt University prohibits the unlawful possession, use, manufacture, or distribution of illicit drugs and alcohol by students, faculty members, and staff members on its property or as part of any University-sponsored activities. This prohibition extends to off-campus professional activities of Vanderbilt faculty and staff members, including attendance at professional conferences and participation in student programs abroad, when those activities are sponsored by the University. If a faculty member is convicted of any drug-related criminal violation on University premises or while conducting University business off the premises, that faculty member must notify his or her Dean no later than five days following the conviction.

Vanderbilt University will impose disciplinary sanctions on students, faculty members, and staff members, up to and including expulsion or termination of employment and referral for prosecution, for violation of this prohibition. A condition of continuance may include the completion of an appropriate rehabilitation program. These sanctions will be imposed consistent with disciplinary standards and procedures found in the *Faculty Manual*, the University and Medical Center Substance Abuse Policy (Policy #HR-035), the Vanderbilt University Medical Center Alcohol and Drug Use Policy (OP 30-08), and any applicable union contract.

Counseling and treatment for drug or alcohol abuse and addiction are available through on-campus programs. In addition, many local community organizations offer rehabilitation programs. Faculty and staff members should contact the Employee Assistance Program, 936-1327, for information about available services and referrals.

Chapter 9

Honor System

The Vanderbilt Honor System was instituted in 1875 with the first final examination administered by the University. A student's personal integrity then, as now, was presumed to be sufficient assurance that in academic matters one did one's own work without unauthorized help from any other source. The Honor System presumes that all work submitted as part of academic requirements is the product of the student submitting it unless credit is given with proper footnoting and bibliographic technique or as prescribed by the course instructor. The Honor System is not a panacea for all acts of academic dishonesty, nor does it automatically ensure the honorable behavior of all students in academic matters. It is a spirit—an ideal—that permeates the entire educational process at Vanderbilt University. As Chancellor Emeritus Alexander Heard has noted, the Honor System represents the deliberate choice of the University to value Honor—integrity (honesty, accuracy, logic)—over learning, over skill, over understanding.

The Honor System is administered by the Honor Councils. The Undergraduate Honor Council has jurisdiction over all undergraduates, while the Graduate School and each of the professional schools have their own Honor Councils to administer the Honor System for their respective students.

Faculty members have an important role in the Honor System at Vanderbilt. Although the Honor Councils undertake each year to educate students in the meaning of the Honor System, it falls to the faculty to make the Honor System an integral part of the academic life of the University. Faculty members can accomplish this in four ways:

1. At the start of the semester's work in a course, a statement demonstrating the faculty member's support of the Honor System is most beneficial. In this statement, the faculty member should explain what constitutes a violation of the Honor Code in the course, including the limits on collaboration with other students and the use of outside sources. If such matters are stated explicitly, misunderstanding about assignments may be reduced.

2. The faculty member should remind students of the Honor System throughout the semester, especially before assignments and tests.

3. Although the primary responsibility for academic honesty is in the hands of each student, the faculty member is expected to make every effort to provide a classroom atmosphere that is conducive to effective operation of the Honor System. For example, during a test, it is quite in the spirit of the System to seat students in a manner that minimizes the possibility of a student's

accidentally seeing another's paper. Likewise, faculty members might avoid giving identical examinations to different sections of a course, thus decreasing the opportunities for passing information either intentionally or unintentionally.

4. Faculty members can help to keep the Honor System uppermost in their students' minds by requiring them to sign the Pledge on every assignment. The pledge states, "I pledge on my honor that I have neither given nor received unauthorized aid on this assignment."

In spite of these precautions, violations may occur. A faculty member should neither punish nor excuse Honor Code violations. If a faculty member has reason to believe that the Honor Code has been breached, he or she is obligated to take action in one of the following ways:

1. Issue a personal warning to the student(s) suspected of academic dishonesty that, unless the action which led to the suspicion ceases, the incident will be reported to the Honor Council,

OR

2. Report the incident to the appropriate Honor Council.

The flagrancy of the violation determines which course of action the faculty member is expected to follow. The option of warning the student personally is open to the faculty member only in the event of a minor suspicion or if evidence is not available. If suspicion is strong or if evidence is available, the faculty member is obligated to report the incident to the appropriate Honor Council. It should be understood, however, that the faculty member need not have evidence in hand before notifying the Council—just suspicion well founded. The Council will investigate all cases.

To report a violation in the schools with undergraduates, the faculty member should notify the president or the advisor of the Honor Council. To report a violation in the graduate and professional schools, the faculty member should notify the applicable Honor Council through its president, chair, or other appropriate person designated in the school. An investigating committee from the Council will then call on the faculty member, discuss the case, and receive whatever evidence is available. The investigators will then interview the accused and make arrangements for a hearing.

The faculty member need not consult or discuss the matter with the accused either before or after the Council has been notified. Vanderbilt students recognize the Honor Council as the judicial branch of the Honor System. It handles all matters pertaining to a case, including, if the instructor wishes, the notification of the accused student.

Additional information concerning procedures may be obtained from Honor Council members or from the advisor. Additional information is also provided by a booklet, *Role of the Faculty in the Honor System of Vanderbilt University*, on file with department chairs. Faculty members may wish to call students' attention to the chapter on the Honor System in the *Student Handbook, Policies and Procedures in Co-Curricular Matters*. The chapter includes a definition of and examples of plagiarism in the section titled, "The Honor Code Applied to Preparation of Papers."

Chapter 10

Privacy Rights of Students

Student Records (Buckley Amendment)

Faculty members must respect the privacy rights accorded students under the federal law known as the Family Educational Rights and Privacy Act (the Buckley Amendment). This law affords students rights of access to their education records and generally prohibits the University from releasing or disclosing those records to third parties.

Education records protected under the Act include any personally identifiable student information, such as grades, exam scores, or student ID numbers. In compliance with the Act, the University does not disclose any such information from the education records of a student without that student's written consent. One exception to the disclosure prohibition permits the University to make available "directory information" pertaining to students unless the students have previously requested the University not to make directory information available. Vanderbilt University has designated the following information as "directory information": the student's name, address, telephone number, e-mail address, date and place of birth, major field of study, school, classification, participation in officially recognized activities and sports, the weights and heights of members of athletic teams, dates of attendance, degrees and awards received, the most recent previous education institution attended by the student, and other similar information.

The administrative officials of Vanderbilt University who have access to the education records of students include the Chancellor and other general officers of the University, the Deans of each school and college, the University Registrar, the Director of Financial Aid, the Associate Provost for Academic Affairs, the Associate Vice Chancellor for Student Life, and the designees of each such official, for purposes reasonably believed to facilitate actions within such officers' areas of responsibility. Members of the faculty and any others who instruct students as well as those who advise students, either formally or informally, will have access to student education records for purposes of facilitating their evaluation of student performance and assisting them in the guidance of students in matters such as the choice of a major and other academic areas of concentration, the choice of courses, and career guidance. Members of the faculty and others who instruct students will also have access to education records for the purpose of providing recommendations for students. Committees, groups, boards, and organizations, such as the Honor Councils, which are officially recognized by the University, will have access to student records for the purpose of carrying out their assigned responsibilities.

Chapter 11

Political Activity and Lobbying

Section A

POLITICAL ACTIVITY

Vanderbilt is subject to restrictions concerning activities of a political nature. In particular, the Internal Revenue Code imposes on tax-exempt organizations such as Vanderbilt limitations relating to attempts to influence legislation and participation or intervention in political campaigns on behalf of candidates for public office.

The American Council on Education has taken the initiative in preparing a statement of guidelines for use by universities in their efforts to comply with the applicable provisions of the Internal Revenue Code. This statement has been reviewed by the Commissioner of Internal Revenue, who found the guidelines “fair and reasonable” from the standpoint of the Internal Revenue Service. Faculty are expected to abide by the following principles as stated in the guidelines:

Educational institutions traditionally have recognized and provided facilities on an impartial basis to various activities on the college campuses, even those activities that have a partisan political bent, such as, for example, Republican, Democratic, and other political clubs. This presents no problem. However, to the extent that such organizations extend their activities beyond the campus, and intervene or participate in campaigns on behalf of candidates for public office, or permit nonmembers of the University community to avail themselves of University facilities or services, an institution should in good faith make certain that proper and appropriate charges are made and collected for all facilities and services provided. Extraordinary or prolonged use of facilities, particularly by nonmembers of the University community, even with reimbursement, might raise questions. Such organizations should be prohibited from soliciting in the name of the University funds to be used in such off-campus intervention or participation.

Every member of the academic community has a right to participate or not, as he sees fit, in the election process. On the other hand, no member of that community should speak or act in the name of the institution in a political campaign.

In another paragraph, a statement is made concerning the reduction of the regular responsibilities of faculty and staff:

In that case, the question might be raised whether releasing faculty and staff members from normal duties, with pay, to participate in the (election) process represents an indirect participation by the institution itself in a political campaign on behalf of a candidate for public office.

All members of the Vanderbilt University community should observe these principles in planning and engaging in political activities that might either directly or indirectly involve the University. Questions concerning the application of these points should be addressed to the Office of the General Counsel.

Section B

LOBBYING REGULATIONS

The Byrd Amendment to the 1990 Department of Interior and Related Agencies Appropriations Act bars the use of appropriated federal funds to influence or attempt to influence the awarding of specific federal grants, contracts, and loans. Rules issued pursuant to the Byrd Amendment define “influencing or attempting to influence” as making, with the intent to influence, any communication to an officer or employee of any federal agency or Congress in connection with a specific federal contract or grant. The “use of appropriated federal funds” may include the payment of compensation to a University faculty member if that faculty member engages in the prohibited lobbying activities. Communications with agency representatives or members of Congress may be unallowable when they occur after formal solicitation and concern a specific grant or contract. Faculty members may obtain a copy of the regulations from the Office of Sponsored Research or the Office of the General Counsel.

Chapter 12

Fund Raising

The Development Office is responsible for coordinating all fund raising in the private sector, with the exception of private contract grants. Support is sought from individuals, corporations, foundations, and other private sources. All efforts to seek philanthropic support from these sources must be approved by, and coordinated through, the Development Office.

Each of the University's schools, the Jean and Alexander Heard Library, and the Vanderbilt Institute for Public Policy Studies have a development officer to coordinate and direct the development program. These officers provide access to general services within the Development Office, including research, proposal writing, recording and acknowledging gifts, and assistance with corporate and foundation relations.

Faculty members who wish to seek non-contract funding from the private sector should do the following:

1. Prepare a brief written summary of the program or project for which funding is needed and include an estimate of budget or item costs.
2. Obtain approval of the project from the appropriate department chair.
3. Obtain approval from the appropriate Dean.
4. Seek approval of the budget from the Office of Sponsored Research.
5. Consult the development officer of the school for approval to approach the specific prospect or prospects, suggestions of appropriate prospects for the project, assistance in proposal writing, or other services that may be required.
6. Send copies of proposals, correspondence, and other relevant documents to the school development officer. The development officer will place these documents in permanent central files for future reference.

From time to time, faculty members receive checks that are gifts to University programs. Checks and relevant correspondence should be delivered promptly to the Gift Records Office, 301 University Plaza. This will ensure proper crediting of the monies on both the Gift and University accounting systems. It will also initiate acknowledgments by University officers as appropriate.

Chapter 13

Community and Charitable Contributions

Section A

COMMUNITY CONTRIBUTIONS

Vanderbilt University is dedicated to participating in the life of the community in meaningful ways. The University makes financial and in-kind contributions to valuable nonprofit programs that benefit the community, such as special programs and events, community and neighborhood projects, and charitable fund-raising dinners and luncheons. Funds used for these contributions come from Vanderbilt's commercial ventures. The actual dollar amount of the University's contributions in these cases is small, and the University seeks to use the limited funds available in its community contributions fund to the greatest possible benefit.

Contribution requests should be directed to the Office of Community, Neighborhood, and Government Relations, which oversees the contributions fund. Requests for contributions for health-related programs are referred to the Office of the Vice Chancellor for Health Affairs.

Section B

MEMORIAL DONATIONS

At times, University offices will remember the life of a friend or supporter by making a charitable donation in lieu of sending flowers. These donations may not exceed fifty dollars (\$50.00).

Chapter 14

Commencement

Commencement attendance by faculty members is governed by guidelines adopted by the Faculty Senate. The resolution of the Faculty Senate reads:

Be it resolved that the Faculty Senate endorses in principle the idea that a representative number of the faculty (about one-fourth), including representatives of all departments, attend Commencement exercises annually.

Recognizing that this endorsement of principle may be most conveniently and efficiently acted upon by the Deans and the chairs of academic departments, be it further resolved that the Faculty Senate convey their endorsement to such officers for proper implementation. Of primary importance is early invitation to faculty and readily available information concerning rental of caps and gowns.

Thus the individual faculty member should see his or her minimal responsibility for attending Commencement exercises as at least once every four years.

Deadlines for renting regalia are announced in the *Vanderbilt Register*.