Call to Order

Approval of Minutes of April 11, 2019

Report of the Executive Committee

Remarks by the Chancellor

Standing Committee Reports

Ad Hoc Committee Reports

Old Business

New Business

Good of the Senate

Adjournment

Voting Members present: Ackerly; Algood; Audet; Benbow; Bollen; Carnahan; Choi; Cole; de Caestecker; Estrada; Fauchet; Floyd-Thomas; Friedman; Geer; Greene; Griffith; Guthrie; Heuser; Hudnut-Beumler; Hutson; Iacobucci; Jessee; Johnson; Kim; Laibinis; Lowe; Luo; Martin; McLean; McTamaney; Neely; Norman; Parish; Phillippi; Price; Robinson; Rosenthal; Terhune; Townes; Valentine; Walden; Weavind; Wilson; and Wooders

Voting Members absent: Allos; Balser; Chambless; Creech; Finch; Harris; Kam; Lacy; Lehman; Luis, Marnett; Massion; Morgan; Ochonu; Pitt; Ramey; Sanchez; Scott; Simmons; Tran; Wait; Walker; Wallace; Weeks; Wright; Wuerth; and Yadav

Ex Officio Members present: Bandas; Beasley; Brady; Cyrus; George; Hopkins, Lutz; Page; Raghavan; Shellaway; Wente; and Zeppos

Ex Officio Members absent: Carroll; Ertel; Fleming; Hall; Hotchkiss; Kopstain; Miller; Pietenpol; Raiford; Stalcup; Sweet; and Turner

Guests:
Call to Order

Vicki Greene, Chair of the Faculty Senate, called the meeting to order at 4:10 pm. It was moved and seconded to suspend the ROO to hold Faculty Senate elections first on the agenda. Due to technical difficulties Chair Greene suggested voting by show of hands.

There was a motion to suspend the ROO. The motion was seconded.

Voting proceeded. Tally: The motion to suspend the ROO passed by show of hands.

Candidates for Chair-elect were asked to give a personal statement to the body. Lourdes Estrada – Chair-elect Candidate gave a brief statement. Catherine McTamaney – Chair-elect Candidate gave a brief statement.

Ben Harris – Vice Chair-elect Candidate was not in attendance due to a scheduling conflict.

Voting proceeded. Tally: Chair-elect is Catherine McTamaney. Vice Chair-elect is Ben Harris.

Report of the Executive Committee (EC)

Chair Greene gave a brief report which covered accomplishments of the EC this AY.

- Faculty Representation on Chancellor’s Search Committee
- Improved Focus on Communication - Senate Social Media Campaigns
- Revamped Fall and Spring Faculty Assemblies
- Established Vice Chancellor Breakfast Meetings
- Sponsored Town Hall on Faculty Commons with Provost Wente
- Sponsored Town Hall on Task Force on University Athletics Final Report
- Approved Launching of Administerial Task Force

Vice Chair Jeremy Wilson presented Chair Greene with a plaque from the Faculty Senate. Chair Greene received applause.

Chair Greene presented Vice Chair Wilson with a gift from the Faculty Senate. Vice Chair Wilson received applause.

Chair Greene presented Chancellor Nicholas S. Zeppos with a plaque from the Faculty Senate. Chancellor Zeppos received applause.

Next year’s Faculty Senate theme is “Civility and Community” under the leadership of John McLean and Holly Algood who will be Chair and Vice Chair respectively.

Chair Greene proceeded to the next item of business.
Remarks by the Chancellor

In lieu of final remarks, Chancellor Zeppos gave certificates of appreciation to outgoing Senators. The Senators receiving third-year certificates were:

- Brooke Ackerly
- Ban Mishu Allos
- Robert Carnahan
- Andy Finch
- Juan Floyd-Thomas
- Senta Victoria Greene
- Derek M. Griffith
- Dawn Iacobucci
- Jennifer Kim
- Leah Lowe
- Haoxiang Luo
- Pierre P. Massion
- Ann Hutcheson Price, MD
- William H. Robinson
- Jill Simmons, MD
- Tedra Walden
- Liza M. Weavind
- Jeremy Wilson
- Myrna Wooders
- Christopher Wright
- Ingrid Wuerth

All Senators rolling off received applause.

Standing Committee Reports

Chair Greene called for a report from Senate Affairs Committee (SAC) Chair Dawn Iacobucci. Professor Iacobucci reported passing a motion on the use of Senate resources. The SAC is working on another motion that will carry over to next year. Reapportionment is coming up in 2020 and is on what the SAC will focus.

Chair Greene called for a report from Grievances Committee (GC) Chair James Hudnut-Beumler. Professor Hudnut-Beumler reported that nine people approached the GC about filing a grievance. Three were referred to their dean or the EEO office. The GC considered and heard six cases. Two cases were unresolved and still being worked at the time of the report.

Chair Greene called for a report from Senator Ann Neely. Professors Ann Neely and Juan Floyd-Thomas reported on the Faculty Archive Library Policy. They serve as members of that committee. Most items in the archive are digital. Professors Neely and Floyd-Thomas would like to broadcast the rights and privileges of faculty. The library having discretion over what will be retained and their policy description of what will be archived, may be areas for further Senate discussion. The Senators suggested the document be posted on the Senate portal. It was also suggested that the Faculty Gateway portal house the library policy document as Gateway houses all faculty policies. Professors Neely and Floyd-Thomas will inform the library about posting the library archive policy on the Faculty Gateway site.

Chair Greene proceeded to the next item of business.

Approval of the minutes of April 11, 2019
Chair Greene asked for approval of the minutes. A Senator offered corrections to the Old Business section of the April minutes.

Chair Greene asked for the remainder of the meeting, all comments be kept to two minutes.

There was a motion to insert corrections. The motion was seconded. There was objection to the motion and the characterization of the corrections. It was stated that the minutes are a summary of the meeting, not a word for word transcript. The proposed corrections were withdrawn.

Another motion of correction was proposed. The motion was seconded.

Chair Greene opened the floor for discussion.

Voting proceeded. The motion to correct the minutes did not pass.

Chair Greene called for a vote on the minutes as they were distributed.
Voting proceeded. The minutes were approved by voice vote.

Chair Greene proceeded to the next item of business.

**Old Business**

Chair Greene read a motion submitted by Senator Myrna Wooders.

**Motion on Institutional Responsibilities**

**Institutional Responsibilities:** *For purposes of the disclosure and assessment of potential Conflicts of Interest and Conflicts of Commitment,* the definition of Institutional Responsibilities shall be defined as a Member of the University Community’s activities and duties on behalf of the University or which fall within the scope of employment by the University: (e.g., such as research, consultation related to the scope of Vanderbilt employment, teaching, professional practice, institutional committee memberships, and service on panels at Vanderbilt or as assigned by Vanderbilt.). From Part III, Chapter (Emphasis, deletion mine.)

**DEFINITIONS**

From the ACA

**Responsibilities:** Institutional responsibilities means an Investigator's professional responsibilities on behalf of the Institution, and as defined by the Institution in its policy on financial conflicts of interest, which may include for example: activities such as research, consultation, teaching, professional practice, institutional committee memberships, and service on panels such as Institutional Review Boards or Data and Safety Monitoring Boards.

Note that the ACA deals with all sorts of institutions connected with health care, including, for example, consulting companies.)
**Scope of employment:** The actions or activities an employee might reasonably undertake as part of his or her job. An employer is responsible for actions an employee takes within the scope of employment, which means the employer can be liable to third parties who are injured by the employee's conduct. *(Nolo’s Plain-English Law Dictionary)*

**Responsibility:** A thing which one is required to do as part of a job, role, or legal obligation. *(Oxford Dictionary)* Something that it is your job or duty to deal with. *(Cambridge Dictionary)*

An example: the VU definition quoted on the first page, limits disclosure requirements to service on panels to those at Vanderbilt. Thus, it seems that if a VUMC physician serves at a panel at another University it need not be disclosed.

**Motion 1 - Institutional Responsibilities**

- Whereas the above definition of Institution Responsibilities may broaden the legal obligations of the University to its employees;
- Whereas the definition may inappropriately limit disclosure requirements and also confuses institutional responsibilities – our activities on behalf of the University – with disclosure requirements that include “external” professional activities;

Be it resolved that the Faculty Senate ask the University Conflicts Committee to review and consider revision of the sentence to separate Institutional Responsibilities from disclosure requirements.

Respectfully submitted by Senator Myrna Wooders

The motion was seconded. Chair Greene opened the floor for discussion.

Senator Wooders discussed the motion and definition of institutional responsibilities which limits what is disclosed. The Senator’s handout went into more detail. After minutes of discussion, the question was called.

The voting proceeded: Tally: 4 affirmative, 26 opposed, 5 abstentions.

Chair Greene read the next motion submitted by Senator Myrna Wooders.

**Motion To Guide and Protect the Faculty While Protecting the University**

The current version of the Faculty Manual does not provide clear guidelines on our commitment to the University and on when we may have a conflict of commitment. Clear guidelines are needed to protect the faculty and also the University.

Related questions concern:

- What constitutes external activities and what counts toward our 40 (or 50) allowable days for external activities?

Since 2015, the Faculty Manual Committee (FMC) has been working at a revision of Part III, Chapter 3, on conflict of commitment. The proposed version of a revision was submitted to the
Chair of the University Conflicts Committee (UCC) [the General Counsel] in January 2016 and in February 2017 for review by the UCC. To date, there has been no revision from the UCC. In September 2018, the Faculty Senate charged the FMC with revising and clarifying External Activities – which requires clarification of commitment.

An improved version of the 2015 revision was reviewed in the fall of 2018 by the FMC. The FMC approved the revision which was brought to the December meeting of Elected Senators, who offered valuable suggestions. Those suggestions are incorporated into the current revision. This motion brings the attached revision, similar to the 2015 and 2018 revisions of Conflict of Commitment (COC) to the Faculty Senate with the aim of getting it to the UCC for review. The attached version is an improvement upon the latest FMC version. It includes examples of activities that require disclosure, that count towards our 40 (50) days, and that require prior approval. It also takes account of government definitions, particularly, the definition of institutions of higher education.

Note that this revision of Part III, Chapter 3, COC is heavily based on the University of California guidelines, which can be found at [https://www.ucop.edu/academic-personnel-programs/_files/apm/apm-025-07-01.pdf](https://www.ucop.edu/academic-personnel-programs/_files/apm/apm-025-07-01.pdf)

Two examples of why this guide is needed.

1. The Office of Commitment of Interest and Commitment Management counts travel to institutions of higher education to represent research paid for by the host, as an external activity. It also counts travel to work with professional co-authors as an external activity.

2. The Faculty Manual dictates that external activities are to contribute to the mission of Vanderbilt. Much consulting that is currently being done does not contribute to this mission. This policy does not appear to be generally enforced.

Whether these policies are enforced is at the discretion of administrators. All policies should apply to all faculty and should be transparent.

Please note the yellow highlighting. This is to stress that primary obligations to the University must be fulfilled at all times. Yellow highlighting is not part of the motion.

**Motion 2 - Part III, Chapter 3**

- Whereas the Part III, Chapter 3, on conflict of commitment and on external activities is in need of revision;
- Whereas all editions of the Faculty Manual Committee since its inception in 2014 have agreed that clarification of conflict of commitment is required and examples be provided;
- Whereas the Faculty Senate charged the Faculty Manual Committee to revise and clarify “External Activities”;
Whereas an earlier version of the attached revision was approved by the 2018-2019 Faculty Manual Committee and discussed at a meeting of the Elected Senators in December 2018;

Be it resolved that the Faculty Senate request the University Conflicts Committee to consider the attached revision during the 2019-2020 AY.

Respectfully submitted by Senator Myrna Wooders

The motion received no second.

Chair Greene proceeded to the next item of business.

New Business

Chair Greene read a motion submitted by the Faculty Manual Committee.

Motion 3 – Part III, Chapter 7: Consensual and Familial Interpersonal Relationships

Whereas the Faculty Manual is an important resource for faculty to understand the policies and procedures of key aspects of university life as it pertains to their roles in it, benefits from it, and obligations to it,

Whereas Part III, Chapter 7 of the Faculty Manual needs to provide further clarity,

In accordance with notice given of this motion:

Be it resolved that, consistent with the Faculty Senate’s role in shared governance, that the Faculty Senate express its acceptance, by vote, of the attached Part III, Chapter 7 revisions for inclusion, with an updated index, in the Faculty Manual.

Faculty Manual Committee

Brooke Ackerly, A&S Chair
David Cole, Peabody
Chris Lehmann, Medicine
Yesha Yadav, Law
Richard Pitt, A&S
Florence Sanchez, Engineering
Duco Jansen, Engineering (ex-officio)
Becky Keck, Nursing (ex-officio)

Faculty Manual Committee motion attachments are located at the end of the minutes.

Chair Greene opened the floor for discussion.

The voting proceeded: Tally: 31 affirmative, 1 opposed, 5 abstentions.
Chair Greene read the next motion submitted by the Faculty Manual Committee.

**Motion 4 – Part III, Chapter 3: Conflict of Interest and Commitment Policy**

- Whereas the Conflict of Interest and Commitment Policy applies to all faculty and staff and incorporates requirements from federal regulations,
- Whereas pursuant to federal regulations and other needs of the institution, the University Conflicts Committee has made periodic changes to the Conflict of Interest and Commitment Policy which were thereafter approved by the Board of Trust,
- Whereas the Faculty Manual is an important resource for faculty to understand the policies and procedures of key aspects of university life as it pertains to their roles in it, benefits from it, and obligations to it,
- Whereas it is necessary that the Faculty Manual reflect the most current version of the Conflict of Interest and Commitment Policy in order to comply with federal regulations and maintain a consistent policy throughout the University,

Be it resolved that, consistent with the Faculty Senate’s role in shared governance, that the Faculty Senate express its acceptance by vote and further consideration be conducted by the University Conflicts Committee for respective policy amendments as part of the process for consideration of changes to the university policies proposed in this motion.

**Faculty Manual Committee**
Brooke Ackerly, A&S Chair
Geoffrey Fleming, Medicine [Executive Liaison]
Myrna Wooders, A&S
David Cole, Peabody
Chris Lehmann,
Medicine Yesha
Yadav, Law Richard
Pitt, A&S
Florence Sanchez, Engineering
Duco Jansen, Engineering (ex-officio)
Becky Keck, Nursing (ex-officio)

Chair Greene opened the floor for discussion.

Due to technical difficulties that could not be resolved in a timely manner, there was a motion to suspend the ROO to vote by hand requiring a 2/3 vote to suspend the ROO. The motion to suspend the ROO was seconded and approved by 2/3 vote.

The voting proceeded: Tally: Motion 4 passed by show of hands.

Chair Greene read the next motion submitted by the Faculty Manual Committee.
Motion 5 – Part II, Chapter 2; Part III, Chapter 2; Part III, Chapter 3; Part VIII

- Whereas the Faculty Manual is an important resource for faculty to understand the policies and procedures of key aspects of university life as it pertains to their roles in it, benefits from it, and obligations to it,
- Whereas Part II and Part III of the Faculty Manual needs to be updated, to reflect reorganization of the Equal Opportunity, Affirmative Action and Disability Services office into three separate offices,
- Whereas Part III, Chapter 3 needs clarity and updating,
- Whereas Part VIII is in need of revision and updating to clarify the standards of conduct,
- In accordance with notice given of this motion:

Be it resolved that, consistent with the Faculty Senate’s role in shared governance, that the Faculty Senate express its acceptance, by vote, of the attached revisions to

- Part II. Appointment and Tenure, Chapter 2: General Principles, Rules, and Procedures for Appointment, Reappointment, and Termination
- Part III. University Principles and Policies, Chapter 2: Nondiscrimination
- Part III. University Principles and Policies, Chapter 3: Conflict of Interest and Commitment Policy
- Part VIII. Vanderbilt University Compliance Program and Standards of Conduct

with an updated index, and appropriate corrections to formatting, in the Faculty Manual and where appropriate, further consideration be conducted by the University Conflicts Committee.

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David Cole, Peabody
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Richard Pitt, A&S
Florence Sanchez, Engineering
Duco Jansen, Engineering (ex-officio)
Becky Keck, Nursing (ex-officio)

Chair Greene opened the floor for discussion.

It was suggested to use the preamble language from a previous motion. The motion was amended to add: “and where appropriate, consideration be conducted by the University Conflicts Committee”.
Due to technical difficulties that could not be resolved in a timely manner, it was moved to suspend the ROO to vote by hand requiring a 2/3 vote to suspend the ROO. The motion was seconded and approved by 2/3 vote.

Voting to amend the motion proceeded. Tally: The amendment motion passed by show of hands.

Voting on the main motion proceeded. Tally: Motion 5 passed by show of hands.

Chair Greene proceeded to the next item of business.

**Scheduled Speaker**

There was no scheduled speaker for this meeting.

**Good of the Senate**

The next Senate meeting is Thursday, September 12, 2019 from 4:10 – 5:30 pm. Everyone was asked to attend the Faculty Senate Reception in the SON living room.

Chair Greene proceeded to the next item of business.

**Adjournment**

A motion was made to adjourn. The motion was seconded.

The meeting adjourned at 5:28 pm.

Respectfully submitted,
Jeremy Wilson
Vice Chair
Attachment 1

Motion 3 – Part III, Chapter 7: Consensual and Familial Interpersonal Relationships

- Whereas the Faculty Manual is an important resource for faculty to understand the policies and procedures of key aspects of university life as it pertains to their roles in it, benefits from it, and obligations to it,

- Whereas Part III, Chapter 7 of the Faculty Manual needs to provide further clarity,

- In accordance with notice given of this motion:

Be it resolved that, consistent with the Faculty Senate’s role in shared governance, that the Faculty Senate express its acceptance, by vote, of the attached Part III, Chapter 7 revisions for inclusion, with an updated index, in the Faculty Manual.

Faculty Manual Committee
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Chapter 7: Consensual and Familial Interpersonal 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 are entrusted with advising and teaching students/trainees/housestaff, evaluating scholarly and professional progress, and recommending students/trainees/housestaff to other colleagues, they are in a delicate relationship of influence, authority, trust and power. A variety of students exist across the campus, and these terms are intended to include faculty’s interactions with all individuals at Vanderbilt University or at training, clinical affiliation, or other educational sites for the specific purpose of training/education.

In their relationships with students/trainees/housestaff, members of the faculty are expected to be aware of their professional responsibilities and to avoid apparent or actual conflict of interest, favoritism, bias, or other issues of professional ethics.

A: Prohibited Relationships and Disclosures

To ensure that the teaching, evaluation and supervision of students remain unbiased and professional, consensual romantic and/or sexual relationships between faculty and any pre-Baccalaureate students are prohibited and should not be initiated. If such a relationship predates the academic relationship this relationship must be disclosed to: 1) the Department Chair or Dean of the Faculty member’s school and; 2) the Provost (or Provost designee), or for faculty with primary appointments in a clinical department within the School of Medicine, the Dean of the School of Medicine (or Dean-SOM designee).

Consensual romantic and/or sexual relationships between a post-Baccalaureate (graduate or professional) student/trainee/housestaff and a faculty member who is in a position to exercise influence, power or authority over that student/trainee/housestaff are prohibited and should not be initiated. If such a relationship predates the academic relationship this relationship must be disclosed to: 1) the Department Chair or Dean of the Faculty member’s school and; 2) the Provost (or Provost designee), or for faculty with primary appointments in a clinical department within the School of Medicine, the Dean of the School of Medicine (or Dean-SOM designee).

Consensual romantic and/or sexual relationships between a faculty member and an employee when the faculty member is in a position to exercise influence, power or authority over the employee requires disclosure prior to initiation to the Department Chair or Dean of the appropriate school(s). Consensual romantic and/or sexual relationships between faculty members when either of the faculty members is in a position to exercise influence, power or authority over the other also requires disclosure prior to initiation to the Department Chair or Dean of the appropriate school(s).

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1 Such relationships require disclosure regardless of whether the University or the Vanderbilt University Medical Center is the employer.
Consensual romantic and/or sexual relationships between a post-Baccalaureate (graduate or professional) student/trainee/housestaff/employee, and a faculty member who is not in a position to exercise influence, power or authority over that student/trainee/housestaff/employee (e.g., when the student/trainee/housestaff/employee is in a different school) can give rise to difficulties and faculty members should exercise care and caution in forming them. Any faculty 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, a faculty member should seek advice and counsel from the Dean of the appropriate school(s), Department Chair, or administrative supervisor.

If a faculty member or a person in a relationship with a faculty member has a change in status (e.g., a promotion or other change) which would result in one of the individuals in the relationship having a position of influence, power, or authority over the other, then the faculty member must disclose the relationship to the appropriate Dean or administrative supervisor so that the Dean or supervisor may determine the appropriate action, which may include a management plan.

B: Family Relationships and Disclosure

To ensure that the teaching, evaluation and supervision of students/trainees/housestaff remain unbiased, it is also necessary that family relationships between student/trainee/housestaff and faculty be disclosed in advance to the Department Chair or Dean. Here, “Family” is as defined in Part III, Chapter 3 of the Faculty Manual, for purposes of Vanderbilt employment.

C: Review of Disclosures and Development of Management Plans

Conflict of interest and the exercise of influence, power or authority may potentially arise from a relationship between a faculty member and a student/trainee/housestaff, employee, or between faculty members.

Accordingly, all required disclosures described in this policy will result in a review by the Department Chair or Dean, and, where necessary and possible, development of a management plan by the Department Chair or Dean which must be approved by the Dean of the faculty member’s school. Such management plans must require effective steps being taken to ensure unbiased evaluation and supervision of students/trainees/housestaff and employees as well as protection for a vulnerable population. Faculty members are responsible for assuring all personal relationships do not result in a conflict of interest or raise other issues of professional ethics. To best assist the faculty member, any questions or concerns should be proactively addressed with the Dean or Chair and the Provost (or Provost designee). Nothing in this policy shall abrogate a faculty member’s responsibility to comply with the Conflict of Interest policy and process in Part III, Chapter 3 of the Faculty Manual.

D: Discipline

Any violation of the Consensual and Familial Interpersonal Relationships policy outlined above may be grounds for disciplinary action as provided for in Chapter 1, Part IV of the Faculty Manual.
Attachment 2

Motion 4 – Part III, Chapter 3: Conflict of Interest and Commitment Policy

- Whereas the Conflict of Interest and Commitment Policy applies to all faculty and staff and incorporates requirements from federal regulations,

- Whereas pursuant to federal regulations and other needs of the institution, the University Conflicts Committee has made periodic changes to the Conflict of Interest and Commitment Policy which were thereafter approved by the Board of Trust,

- Whereas the Faculty Manual is an important resource for faculty to understand the policies and procedures of key aspects of university life as it pertains to their roles in it, benefits from it, and obligations to it,

- Whereas it is necessary that the Faculty Manual reflect the most current version of the Conflict of Interest and Commitment Policy in order to comply with federal regulations and maintain a consistent policy throughout the University,

Be it resolved that, consistent with the Faculty Senate’s role in shared governance, that the Faculty Senate express its acceptance by vote and further consideration be conducted by the University Conflicts Committee for respective policy amendments as part of the process for consideration of changes to the university policies proposed in this motion.

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Part III University Principles and Policies

Chapter 3: Conflict of Interest and Commitment Policy

Article I: Policy Statement

All individual members of the Vanderbilt University Community (including Trustees, University officials, and all full-time, part-time, temporary, or adjunct faculty and staff of the University) 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 of research participants; protecting the integrity and objectivity of research and instruction; supporting the ideals of goodwill, fair play, and transparency; and encouraging public service.

Accordingly, all individuals in the University community have a clear obligation to make decisions and conduct the affairs of the University based upon the desire to promote the best interests of the University in a manner consistent with those goals. Trustees and members of senior administration 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 individual members of the University community, private industry, federal and state governments, and the non-profit sector have grown increasingly complex. As a result, there are opportunities for professional interactions and development that may benefit the University community and its individual members, but which may also present the potential for, or the appearance of, conflicting loyalties and responsibilities for the individuals within the University community. The purpose of the Vanderbilt University Conflict of Interest and Commitment Policy is to set forth a policy statement regarding Conflicts of Interest and Commitment and to provide guidelines to protect the University and its mission.

A Conflict of Interest refers to a situation 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 an individual has the opportunity, or appears to have the opportunity, to influence the University’s business, administrative, academic, patient care, research, or other decisions in ways that could lead to financial, professional, or personal gain or advantage of any kind, whether or not the value is readily ascertainable.

A Conflict of Commitment refers to a situation where an individual engages in external activities, either paid or unpaid, that interferes with his/her primary obligation and commitment to the University. Individuals in the University community should evaluate and arrange their external interests in order to avoid compromising their ability to carry out their primary obligations to the University. Most, and most conflicts of interest or commitment should generally be avoided or resolved through the exercise of personal judgment or discretion.

All individual members of the University community are expected to: -
(1) abide by the Conflict of Interest and Commitment Policy 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)

(2) fully and continually disclose professional and relevant personal activities and relationships that create a Conflict of Interest or Commitment, or have the appearance of creating a Conflict of Interest or Commitment, as required by the University

(3) remedy Conflicts of Interest or Commitment or comply with any management or monitoring plan prescribed by the University

(4) remain aware of the potential for Conflicts of Interest and Commitment

(5) take initiative to manage, disclose, or resolve Conflicts of Interest or Commitment 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.

**Article II: Conflict of Interest Guidelines**

Conflicts of interest can arise under many situations. These guidelines set forth principles for members of the University community to follow. Disclosure and approval are required before engaging in activities that are inconsistent with these guidelines.

**A. University Administration**

The internal administration of the University can present the potential for conflicts of interest. Members of the University community with administrative responsibilities must take particular care to avoid relationships in which Financial Interests or other personal interests intersect with the University’s interests and have the potential for inappropriate factors to be considered in administrative decisions, including hiring decisions. In particular, individuals who have University duties involving the procurement, exchange, receipt of gifts, 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 potential conflicts of interest or the appearance of conflicts of interest.

**B. Business Relationships**

In general, when individual members of the University community or their Family Members have Financial Interests in a business or are involved in a Business as an owner, operator, or as an executive officer, they must be alert to the possibility that a Conflict of Interest may arise, if the Business has a relationship with the University. If the enterprise does business with the University, or proposes to do business with the University, the individual is expected to disclose that fact. Generally, there will be no Conflict of Interest if the individual is not in a position to influence the University with respect to the Business in which the individual or Family member has an interest. Members of the University community 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 individual or a Family Member has a Financial Interest or when the individual or a Family Member is an employee of the Business and is directly
involved with activities pertaining to the University. This section is not intended to apply to the adoption of textbooks, software, or other teaching aids written by faculty members or their Family Members for use in their own course of instruction at Vanderbilt, although such use must have prior approval from the faculty member’s department chair or dean, must be related to the faculty member’s or such faculty member’s Family Member’s general area of study or scholarship, and must comply with all other applicable rules and regulations of the University.

C. Gifts and Contributions

No gifts or accommodations of any nature, including unrestricted grants, may be accepted by the University or individual members of the University community when to do so would place them in a prejudicial or compromising 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. All gifts given in support of an institutional mission must be directed through the Development offices.

NO GIFTS, of any amount, may be accepted by individuals from suppliers of pharmaceuticals, medical equipment and devices, or medical service vendors (hereafter referred to as the Health Care Industry) or their agents. This includes, but is not limited to, companies currently engaged in or proposing to do business with Vanderbilt, a list of which is provided at this link.¹ One exception to this is funds from Health Care Industry sources given as unrestricted gifts towards meals and refreshments at on-campus, regularly scheduled meetings, which further the operational unit’s missions, and which are elected to be used by department chairs, division chiefs, center directors, institute directors, and CEOs (or their designees) for this purpose. These gifts are normally tax exempt, and as such may only be accepted through the VUMC Development Office.

Individuals may, however, accept 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 the source is not a Health Care Industry entity or its agent as noted above and such amenities are not otherwise extravagant under the circumstances.

Types of activities and items viewed as gifts include:

- (1) food — except meals offered at national meetings linked to educational, scientific, or consultative events.

- (2) travel — except travel expenses related to necessary education or training regarding equipment, products, or other medical devices purchased previously by Vanderbilt. If this travel is necessary, specific language should be included in the vendor contract, noting the party responsible for incurring these travel and training expenses.

Note: Under no circumstance, may Vanderbilt personnel accept offers from the Health Care Industry to pay for travel, meals, or other expenses which are related to procurement activities by Vanderbilt personnel.

- (3) tickets — to entertainment events.

- (4) ghost-writing services.

¹ To determine whether a vendor qualifies as a Health Care Industry Supplier contact coi@vanderbilt.edu.
promotional items — which incorporate or display Health Care Industry supplier or product logos.

- Exceptions are:
  1. Items purchased by Vanderbilt.
  2. Materials which have been reviewed and approved by leadership in a clinical practice area for use in education.
  3. Branded educational manuals which are intended to promote safe and appropriate use of a medication or medical device are permissible, so long as there has already been a clinical judgment that the particular product or device is best for the care of an individual patient.
  4. Materials presented at approved vendor fairs which allow University personnel to compare and contrast products/services from more than one vendor.
  5. Logos appearing on products in public areas which have been approved for on-site sale to the public or for special pre-approved charitable or philanthropic events.
  6. Logos from non-profit and/or professional organizations which promote missions consistent with the missions of the University.

D. Use and Appropriation of University Assets

The University possesses both tangible and intangible assets. These assets include buildings, personnel, equipment, patents, copyrights, technology, and work products, as well as the University’s reputation and prestige. As custodian of these assets, members of the University community 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. Where specific procedures regarding the disposition and control of University assets do not exist, individuals are expected to protect the best interests of the University in its tangible and intangible assets. Conduct constituting the misappropriation or unauthorized use of University assets in connection with any external activity is prohibited (including implying sponsorship or endorsement by the University or otherwise trading on the reputation or goodwill of the University). 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.

E. Research Activities

1. General

Conflicts of interest in research involve situations in which financial, professional, or other personal considerations may compromise, or have the appearance of compromising an individual’s judgment in the design, conduct, or reporting of research. The bias which may result from such conflicts of interest may impact not only the collection, analysis, and interpretation of data, but also the hiring of staff, procurement of materials, subcontracting, clinical referrals, sharing of results, choice of protocol, the use of statistical methods, the use of human participants, or otherwise influence the course of a research project.
Individual members of the University community may not review, approve, or administratively control contracts, grants, clinical trials, or other research collaborations when such contract, grant, clinical trial, or other collaboration pertains to a research project involving the University and a business or intellectual property in which the individual or a family member has a Significant Financial Interest or when the individual or a family member is an employee of the business and directly involved with activities pertaining to the research project. In particular, compelling circumstances, individuals may not participate in research involving human research subjects if they have a Significant Financial Interest in the sponsor of the research or any technology that could be affected by the outcome of the research. This presumption against human subjects’ research by financially interested individuals may be rebutted by compelling circumstances that are reviewed in advance by appropriate University officials. No research with human subjects that involves a conflict of interest may receive final approval from the Institutional Review Board until the conflict of interest is addressed under this policy. Every individual participating or involved in University research is responsible for learning and complying with all other applicable policies and procedures.

All individual members of the Vanderbilt University community are expected to comply with any applicable Federal requirements pertaining to conflict of interest in their research activities. Additional policies and procedures related specifically to conflicts of interest in sponsored research and projects are required by the National Science Foundation (NSF) and the Public Health Service (PHS). The complete PHS Conflict of Interest Regulations are available at 42 CFR Part 50 and 45 CFR Part 94. All University research must comply with this subsection E.1, regardless of any funding source, in addition to the requirements of any funding source or sponsor. For purposes of University research funded or proposed for funding by PHS, the following subsection E.2 shall also apply.

For research regulated by the Food and Drug Administration (FDA), there are conflict of interest requirements that apply to both the sponsor of the study, as well as the investigators. The individual members of the University community are expected to comply with all applicable FDA requirements pertaining to conflict of interest whether the individual is the investigator or the sponsor or both.

2. Additional Requirements Applicable Only to PHS-Funded Research:

While the conditions of section E.1. apply to all research, the Public Health Service (PHS) also requires for research that it funds that the University obtain disclosures, from all Investigators, of any Significant Financial Interests and determine whether each Investigator’s Significant Financial Interest could be affected by the Investigator’s PHS-funded Research, and if so, whether the Significant Financial Interest constitutes a Financial Conflict of Interest in Research. All Investigators who receive or apply for funding from PHS must comply with the requirements of this subsection E.2.

At the time of submitting a proposal for PHS funding to the University, each Investigator participating in the design, conduct or reporting of the Research in the proposal is required to certify that they have disclosed any Significant Financial Interests to the appropriate University officials and must have completed required University training. Updated disclosures must be provided at least annually and within thirty (30) days of the creation of a new Significant Financial Interest.

Before the expenditure of any funds from a PHS grant award for which a Financial Conflict of Interest in Research exists, the University will either eliminate the Financial Conflict of Interest in Research or report to the PHS Awarding Component the existence of the Financial Conflict of Interest in Research. The report will include required information about the management plan for that Financial Conflict of Interest in

2 The complete FDA regulation on Conflict of Interest can be found at http://www.fda.gov/RegulatoryInformation/Guidances/ucm126832.htm
Research. If, after review, the University determines that a subsequent Financial Conflict of Interest in Research develops or exists, a report of the University’s management plan for that Financial Conflict of Interest in Research will be submitted to the PHS Awarding Component within sixty (60) days of the identification of the new Financial Conflict of Interest in Research.

In situations where the University conducts PHS funded Research with or through other entities such as subgrantees, subcontractors or collaborators (collectively, “Subrecipients”), the University will take reasonable steps to ensure that Investigators working for Subrecipients comply with the PHS Conflict of Interest Regulations. Subrecipients of University Research that are funded by PHS shall be required to report identified financial conflicts of interest to the University in accordance with the PHS Conflict of Interest Regulations. In turn, the University will report to PHS the existence of any financial conflicts of interest reported to the University by any Subrecipients and obtain necessary information for purposes of such report, as well as assurances that the conflict of interest has been managed prior to the expenditure of funds and within sixty (60) days of any subsequently identified conflict of interest.

In the event of a failure by an Investigator to comply with this University policy or an applicable management plan, the University will promptly complete a retrospective review of the Investigator’s activities and the PHS-funded Research project to determine whether any portion of the PHS-funded Research was biased in the design, conduct, or reporting of such Research and notify the PHS Awarding Component of the corrective action taken or to be taken, including but not limited to the submission of a mitigation report. When bias is found. The University will also submit required reports on an annual basis to the PHS Awarding Component regarding the status of all Financial Conflicts of Interest in Research related to PHS funding and any changes to the management plan, for the duration of the related PHS-funded Research.

For purposes of this Subsection E.2, PHS-funded Investigators must disclose reimbursed or sponsored travel paid on behalf of or by reimbursement to the Member of the University Community, and which is not funded through the University when related to Institutional Responsibilities. Exempted from such disclosure is travel reimbursed or sponsored by a Federal, state, or local government agency, an institution of higher education as defined at 20 USC 1001(a), an academic teaching hospital, a medical center, or a research institute that is affiliated with an institution of higher education is excluded from this requirement. Any disclosure of reimbursed or sponsored travel must include, at a minimum, the purpose of the trip, the identity of the sponsor/organizer, the destination, and the duration and a statement from the traveler indicating whether or not the travel and accommodations provided were reasonable, customary, and similar to what would be acceptable under Vanderbilt travel policies for travel expenses paid by Vanderbilt.

Disclosure to the public of Financial Conflicts of Interest in Research shall be required upon request for all Financial Conflicts of Interest in Research that are related to PHS-funded Research if they are held by Key Personnel. The University will ensure that all Members of the University Community who require training under the PHS-funded regulations complete such training upon employment and every four years thereafter.

- For purposes of this Section E.2, Financial Conflicts of Interest in Research shall include instances in which:

  (1) (a) research or research contracts, grants, clinical trials, or other research project or collaborations (“Research Project”) pertains to any research involving the University and a Business or Intellectual Property in which the Member of the University Community has a Significant Financial Interest, OR

  (2) (b) the outcomes of such research or Research Project could reasonably be expected to affect the Significant Financial Interest held by the Member of the University Community or to affect a
Business or Intellectual Property in which the Member of the University Community has a Significant Financial Interest, OR

(3)c) the Member of the University Community or a Family Member is, whether or not compensated, an (i) officer or director of a Business involved in the research or Research Project, or an (ii) employee, consultant, faculty member (or similar appointment), or advisor for the Business or otherwise affiliated with the Business and directly involved with activities pertaining to the research or Research Project, or if a Significant Financial Interest is discovered

(4) AND the appropriate University officials reasonably determine that the Investigator’s Significant Financial Interest could directly and significantly affect the design, conduct, or reporting of the research.

• For purpose of this Section E.2, Key Personnel shall be defined as: any Member of the University Community named as the Principal Investigator, project director, or otherwise identified as senior/key personnel by the University in a grant application, progress report, or any other report submitted to the PHS by the University.

• For purposes of this Section E.2, Significant Financial Interest shall be defined as: a financial interest consisting of one or more of the following interests of the Investigator (and those of the Investigator’s family members) that reasonably appears to be related to the Investigator’s Institutional Responsibilities:

  (1) With regard to any publicly traded entity, a Significant Financial Interest exists if the value of any remuneration received from the entity in the twelve months preceding the disclosure and the value of any equity interest in the entity as of the date of disclosure, when aggregated, exceeds $5,000. For purposes of this definition, remuneration includes salary and any payment for services not otherwise identified as salary (e.g., consulting fees, honoraria, paid authorship); equity interest includes any stock, stock option, or other ownership interest, as determined through reference to public prices or other reasonable measures of fair market value;

  (2) With regard to any non-publicly traded entity, a Significant Financial Interest exists if the value of any remuneration received from the entity in the twelve months preceding the disclosure, when aggregated, exceeds $5,000, or when the Investigator (or the Investigator’s family members) holds any equity interest (e.g., stock, stock option, or other ownership interest). For purposes of this definition, remuneration includes salary and any payment for services not otherwise identified as salary received from the non-publicly traded entity (e.g. consulting fees, honoraria, paid authorship); or

  (3) Intellectual property rights and interests not paid by Vanderbilt (e.g., patents, copyrights), upon receipt of income related to such rights and interests.

F. Healthcare Industry Sponsored Activities

Conflicts of interest in Healthcare Industry Sponsored Activities 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, procurement, or other professional activities. The bias which may result from such conflicts of interest may impact not only the collection, analysis, and interpretation of data, but also the hiring of staff, procurement of materials, clinical referrals, sharing of results, choice of treatment, or otherwise influence the provision of patient care or the execution of one’s professional duties.
Personnel may not receive compensation or consulting payments of a guaranteed amount:

I. (1) for talks supported directly by suppliers of pharmaceuticals, medical equipment and devices, or medical service vendors (hereafter referred to as the Health Care Industry) or their agents, a list of which is provided at [http://vanderbilt.edu/compliance/vendors.php](http://vanderbilt.edu/compliance/vendors.php) if:

   a. (a) the selection of speaker, topic, and/or audience is determined by an entity which provides speakers only for events supported or sponsored by the Health Care Industry,

   b. (b) the content of the lectures given is subject to any form of prior review or approval by either representatives of the Health Care Industry or event planners contracted by the Health Care industry,

   c. (c) the content of the presentation is not based on a balanced review of the best available scientific evidence, or

   d. (d) the discussant refers predominantly to or promotes a specific drug, device, or service which is manufactured and/or marketed by the sponsor of the talk or its affiliate. In essence, the lecturer is expected to determine the lecture’s content, including slides and written material, and to provide a balanced assessment of therapeutic options.

II. (2) for Health Care Industry sponsored promotions or lectures on the use of drugs or devices for unapproved indications (off-label), not approved by the FDA, and sold by the same Healthcare Industry vendor.

III. (3) for grants or contracts to conduct Health Care Industry–sponsored Research on unapproved indications (off-label) of drugs or devices while receiving payments for lecturing and/or consulting from the same Healthcare Industry company.

IV. (4) for listening to sales talks or simply attending a CME or other activity.

V. (5) for prescribing medications or changing a patient’s prescription.

VI. (6) without associated duties. All consulting or service activities must follow University guidelines relating to consulting and may accept only fair market compensation for specific, legitimate services provided to industry with payment commensurate with time and effort.

**G. Activities Related to Students**

An individual Member of the University Community may not assign students, postdoctoral fellows, or other trainees to University projects sponsored by any Business if the individual or a Family Member has a Financial Interest in the Business. An individual also may not assign students or permit students to participate in any consulting relationship in which the individual or a Family Member has a Financial Interest.

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 of Interest situation related to a Member of the University Community or a Family Member with a Financial Interest in the situation. Students and trainees should not be permitted to participate in consulting activities if the terms and conditions of those activities would prevent the students or trainees from meeting applicable University degree or training
requirements. Students, postdoctoral fellows, and trainees involved in any Conflict of Interest situation should be informed that the Conflict of Interest situation exists; and that their concerns, if any, can be discussed with the appropriate University official or, if applicable, the monitor or monitoring panel.

Additionally, deans or their designees and department chairs must meet regularly (at least annually) with any students, post-doctoral fellows, or trainees involved in a Conflict of Interest situation. Deans and department chairs may also consider assigning an observer to the Research advisory committee/theses or dissertation committee of any student involved in a Conflict of Interest situation.

**H. Activities Related to Family Members**

Members of the University community may not participate in the hiring process or any employment-related decisions pertaining to their Family Members. Likewise, they 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.

**Article III: Conflict of Commitment Guidelines**

One type of Conflict of Interest is Conflict of Commitment. A Conflict of Commitment relates to an individual's distribution of effort between University employment or faculty appointment and commitment to external business activities or employment, external professional activities, or personal activities. It is possible to have a Conflict of Commitment even if the individual does not receive compensation for the external activity. External activities may include employment outside the university, involvement with professional societies, participation related to review panels, education meetings, community service, conferences, consulting, other professional activities, and business activities related to outside entities, including start-up companies.

A Conflict of Commitment can arise when the external activities burden or interfere with the University member’s primary obligations and commitments to the University. It is the policy of the University that all full-time faculty and staff members are expected to devote their primary professional loyalty, time, and energy to their position at Vanderbilt.

Although a specific work-week is not defined for faculty, senior administration and full-time exempt staff, it is expected that such positions constitute a full-time obligation and that, with the exceptions explicitly permitted by University policies on external activities, they will not engage in other employment. Accordingly, external activities must be arranged so as not to interfere with the primary commitments.

**A. Faculty-specific Guidelines**

External activities conducted 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 in some manner. External activities must not distract significantly from primary responsibilities and must not require such extensive absence as to cause the faculty member to neglect course obligations or become unavailable to students and colleagues. External activities must be of such nature and conducted in such manner as will not bring discredit to the University and must not compromise any Intellectual Property owned by the University.

Accordingly, the maximum expenditure of time spent on external activities by a full-time faculty member appointed on a nine-month basis 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 external activities should not exceed fifty (50) days per year, including holidays. For those academic year faculty receiving external funding during the summer months (currently May 16 through August 15), the policy...
for full-time faculty appointed on a twelve-month basis will apply – i.e., no more than fifty (50)-days per year, including holidays. It is expected that half-days will be accumulated into full days and that time traveling to and from activities or engagements and preparing for them also will be accumulated and counted in the total.

Individual schools and departments may implement more specific procedures and require additional information in furtherance of this policy. Faculty members should periodically re-examine the nature and extent of their external activities and conscientiously avoid engaging in activities that constitute conflicts of commitment. The Provost or Dean Vice Chancellor for Health Affairs may grant exceptions in extraordinary cases upon recommendation of the appropriate Dean.

B. Conflict of Commitment Guideline Regarding Non-Vanderbilt Online Teaching

1. General Standard

For faculty who are members of the Faculty Assembly (“faculty”), teaching outside the University presents issues that require special attention because it has the potential to compete with the University’s own offerings. In judging the appropriateness of any online course outside the educational mission of the University, faculty should consider the time commitment and the potential impact of these activities on the fulfillment of their commitments to the University as per Part III, Chapter 3, Article III of the Faculty Manual.

In addition, the following special considerations and procedures apply to online courses offered, or reasonably expected to be offered, for academic credit and to online courses providing certifications:

In determining whether to grant such permission or as guidance for reviewing potential conflicts, the Dean (or Dean’s designee) and faculty should consider whether such an online course will impair the instructional offerings of the faculty member’s School or other Schools at Vanderbilt University. In making this impairment determination, the following factors (among others) may be useful to consider, with affirmative answers counting against approval, but no set number of affirmative answers being conclusive:

Is the faculty member one of the primary instructors or a course director in the online course?

2. Special Provision for Online Courses for Academic Credit

Faculty are not permitted to offer online courses for undergraduate, graduate, or professional degree credit for another education institution or venture except with permission of the faculty member’s Dean (or Dean’s designee).

Is the online course comparable to any current course at Vanderbilt? Is the online course among the courses that Vanderbilt plans to include in its own offerings in the next two academic years? Is the online course likely, in fact, to require the instructor to commit to teaching the content exclusively with the online vendor or other institution and not to provide any similar content in another online format?

3. Special Provision for Online Courses Providing Certifications

3 For faculty in the School of Medicine Clinical Departments, the Dean of the SOM (or Dean’s designee) will confer with the Provost; for faculty in the School of Medicine Basic Science Departments, the Provost (or Provost’s designee) will serve the role of the Dean and will confer with the Dean of the School of Medicine.
Faculty must disclose their plan to teach in online courses that offer certifications to their Dean (or Dean’s designee) prior to undertaking such teaching.

C. **Staff-specific Guidelines**

Employment outside Vanderbilt or other activities that could create a Conflict of Commitment, or the appearance of a Conflict of Commitment, should be disclosed as outlined in this policy and discussed with the staff member’s supervisor to ensure it will not create a Conflict of Commitment. Hourly paid staff, or part-time exempt staff, should also disclose and discuss their **external obligations** with their supervisors **external obligations** so that a Conflict of Commitment does not arise.

Accordingly, external activities must be arranged so as not to interfere with a staff member’s primary commitments. External activities must be of such a nature and conducted in such a manner as will not bring discredit to the University and must not compromise any Intellectual Property owned by the University.

Staff members should periodically re-examine the nature and extent of their external activities and conscientiously avoid engaging in activities that constitute conflicts of commitment. The Vice Chancellors may grant exceptions to this policy in extraordinary cases upon recommendation of the University Conflicts Committee.

**Article IV: Disclosure**

A. **Duty to Disclose** (other than specifically outlined under PHS-Funded Research Section E.2. above)

In order to identify and review Conflicts of Interest or Commitment, and the appearance of Conflicts of Interest or Commitment, Members of the University Community must disclose in advance all Significant Financial Interests and outside activities and Financial Interests that create or have the appearance of creating Conflicts of Interest to the appropriate University officials as follows: the initial disclosure is reviewed by supervisors, deans, and/or department chairs with a secondary review performed by the School of Medicine Office of Faculty Affairs and/or the Office of Conflict of Interest and Commitment Management and/or the School of Medicine Office of Faculty Affairs. These University officials will review the disclosures to determine whether a Conflict of Interest exists and what conditions or restrictions, if any, should be imposed in order to manage, reduce or eliminate the Conflict of Interest.

Such disclosures shall be sufficiently detailed and timely as to allow accurate and objective evaluation prior to making commitments or initiating activities that create conflicts of interest or commitment. The information must be accurate and not false, erroneous, misleading, or incomplete. Each Member of the University Community has an obligation to cooperate fully in the review of the pertinent facts and circumstances. Individual schools and departments may implement more specific procedures and require additional information in furtherance of this policy.

Certain University activities will involve more specific procedures with respect to conflicts of interest either because of governmental requirements or corporate fiduciary duty. Trustees and General Officers, as well as anyone involved with sponsored Research or the development and licensing of Intellectual Property under the auspices of the University, is responsible for complying with all applicable procedures.

Disclosure required by any governmental, accreditation, or other self-regulatory agency, such as the PHS, FDA, or NSF or the Joint Commission on Accreditation of Healthcare Organizations regulations, should be made to the appropriate University official, on the required forms before grant application submission. 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 presenter has a Conflict of Interest.

The Office of Conflict of Interest and Commitment Management is available as a resource for questions involving University policies and procedures and for guidance on any issues related to the disclosure process.

**B. Annual Disclosure Process**

In addition to the duty of advance disclosure discussed above, all Members of the University Community are required to provide a disclosure of all Significant Financial Interest or situations or relationships that create or have the appearance of creating a Conflict of Interest or Commitment upon initial employment and annually thereafter. Updated disclosures must also be provided throughout the year if changes in circumstances that arise that either (a) create a new Conflict of Interest or Commitment or (b) change or eliminate a Conflict of Interest or Commitment previously disclosed. All disclosure statements and management plans are official records and will be maintained according to an appropriate retention schedule. The disclosure statements contain information that may have a direct bearing on an individual’s employment. The disclosure statements 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.

**Article V: University Conflicts Committee**

**A. Composition**

There shall be established a University Conflicts Committee which shall be a University resource on Conflict of Interest matters and Conflict of Commitment matters. The Committee shall have representatives from relevant areas across the University, appointed by the Chancellor, including faculty, audit, Research, legal, administrative, and compliance. At least one representative on the Committee shall be a person from outside the University community. The University’s General Counsel shall serve as the chair of the Committee, and the representatives on the Committee shall serve for a renewable three-year term.

**B. Duties and Responsibilities**

1. The Committee’s primary responsibility is to serve as a resource to the University on Conflict of Interest and Conflict of Commitment matters in which the University’s mission, philosophy, and overall purpose could be compromised by the University’s relationships with the individual members of its community.

2. The Committee is responsible for reviewing all Conflict of Interest cases involving the University as a party or when an institutional Conflict of Interest exists. The Committee will also review all cases where a management plan for human subjects research is being proposed and the individual principal investigator has a Significant Financial Interest related to the proposed research, as well as cases where the initial review committee cannot reach a decision. The Committee may also review appeals from adverse decisions and cases that may be referred to it. The Committee will conduct a thorough review of each case and will either approve or deny the proposed activity, management plan, and/or monitoring plan.

3. In the event of an appeal, the Committee shall be provided with a copy of any disclosure statement which reveals a real or apparent Conflict of Interest, together with a recommendation from the appropriate University official. The Committee must provide individuals the opportunity to appear before the Committee and/or submit written comments regarding the recommendation. The response of the individual will become an official part of the Conflict of Interest review record.
4. The Committee shall maintain oversight of the annual and periodic disclosures from all faculty and staff that address conflicts of interest. The Office of Conflict of Interest and Commitment Management shall provide the Committee with such summaries, reports, or disclosure statements as it may require.

5. With respect to Research and activities supported by PHS or NSF funding, the University shall maintain records of all financial disclosures and all actions taken by the Institution with respect to each Conflict of Interest disclosed pursuant to this policy for at least three years from the date of submission of the final expenditures report or until the resolution of any governmental or University action involving those records unless other dates are specified by applicable law.

6. The Committee shall maintain an ongoing awareness of procedures, practices, and standards with regard to conflicts of interest 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 insure that a proper balance is maintained between confidentiality and its operations and standards.

7. The Committee shall maintain an awareness of externally imposed Conflict of Interest requirements.

8. The Committee shall review this policy periodically and may make amendments to the policy, in consultation with the Faculty Senate, the Office of Conflict of Interest and Commitment Management, the Office of Compliance, and the Office of General Counsel, by a majority vote of all current Committee members.

9. Upon request, the Committee shall make recommendations relating to the enforcement of this policy and any disciplinary action.

10. The Committee shall perform such additional functions as may be assigned from time to time by the Chair of the Committee.

11. The Committee will report semiannually to the Audit Committee of the Board of Trust on matters within its scope of responsibility. At the discretion of the chair of the Committee, conflicts of interest or commitment involving the Chancellor or other General Officers of the University may be referred to the Audit Committee of the Board of Trust for review and approval.

C. Procedures

The Committee shall establish procedures to implement this policy, in cooperation with the University’s schools and other departments, and may make use of subcommittees to carry out its various functions. The Committee shall maintain confidential minutes of its deliberations. 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 with this policy, supersede the provisions of this policy. In that event, applicable reporting procedures and other substantive and procedural requirements will be followed.

*Article VI: Oversight*
The Office of Conflict of Interest and Commitment Management is responsible for overseeing the implementation of this policy. They will review all violations of this policy, including: (a) failure to comply with the disclosure process (by refusal to respond, by deliberately responding with incomplete, inaccurate, or misleading information, or otherwise); (b) failure to remedy conflicts of interest; and (c) failure to comply with a prescribed management or monitoring plan. Such cases may be forwarded to the University Conflicts Committee for review and recommendations by the Office of Conflict of Interest and Commitment Management.

Penalties for deliberate violations of this policy will be adjudicated in accordance with applicable disciplinary policies and procedures of the Human Resources Staff Guidelines or the Faculty Manual, as applicable. Possible penalties include reimbursement to the University for misused resources; formal admonition; inclusion in a staff member’s file of a letter from their dean or supervisor indicating that the individual’s good standing has been called into question; ineligibility to participate in grant applications, Institutional Review Board approval, or working with graduate students; performance improvement counseling, up to and including dismissal from employment consistent with the Staff Guidelines.

Any Member of the University Community may report a situation involving a Conflict of Interest or commitment or a violation of this policy to:

(1) an appropriate University official
(2) the Office of Compliance anonymous helpline at (844) 814-5935
(3) the Vanderbilt University Medical Center Confidential 24-Hour Integrity line Compliance Office anonymous helpline at (866) 783-2287
(4) or the Office of Conflict of Interest and Commitment Management at (615) 322-2401.

The University will make every effort to protect anyone who reports a violation from reprisal.

General questions about the policy or disclosure requirements should be directed to the Office of Conflict of Interest and Commitment Management at (615) 322-2401.

Definitions

**Business:** A Business is defined as 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 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.

**Family or Family Member:** Spouse, child, stepchild, parent, or sibling, or domestic partner (individual not related by blood or marriage, but currently in a committed relationship and residing in a common household sharing joint responsibility for the household) of a Member of the University Community. For purposes of the employment of Family Members at Vanderbilt University, grandparent, grandchild, father-in-law, and mother-in-law are also included.

**FDA:** The Food and Drug Administration. The FDA evaluates clinical studies submitted in marketing applications, required by law, for new human drugs and biological products and marketing applications and
reclassification petitions for medical devices. The FDA policy on conflicts of interest can be found at:

http://www.accessdata.fda.gov/scripts/cdrh/cfdocs/cfcfr/CFRSearch.cfm?CFRPart=54&showFR=1

**Financial Interest**: A Financial Interest is anything of monetary value, whether or not the value is readily ascertainable.

**Examples of Financial Interests**:

Salary or other payments for services (including fees, honoraria, “gifts,” or other “in kind” compensation whether for consulting, membership on a board of directors or advisory board, or any other purpose such as partial, interim, or milestone payments).

Intellectual Property rights (including patents, copyrights, and royalty income or the right to receive future royalties under a patent or other Intellectual Property rights, whether pursuant to a license or otherwise).

Ownership and equity interests or entitlement to such interests in a publicly or non-publicly traded Business (including stock, stock options, partnership interests, and convertible debt but excluding interests in publicly-traded diversified mutual funds where the individual investor has no control over the selection of holdings).

**Institutional Responsibilities**: For purposes of the disclosure and assessment of potential Conflicts of Interest and Conflicts of Commitment, the definition of Institutional Responsibilities shall be defined as a Member of the University Community’s activities and duties on behalf of the University or which fall within the scope of employment by the University: (e.g., such as research, consultation related to the scope of Vanderbilt employment, teaching, professional practice, institutional committee memberships, and service on panels at Vanderbilt or as assigned by Vanderbilt).

**Intellectual Property**: Intellectual Property includes patents, copyrights, trademarks, trade secrets, technology (whether or not reduced to practice), databases, software, and any other tangible or intangible intellectual property.

**Investigator**: The project director, Principal Investigator and any other person regardless of title or position who is responsible for the design, conduct or reporting of Research including sponsored Research or proposed sponsored Research.

**Member of the University Community**: Members of the University Community include Trustees, University officials, full-time, part-time, temporary, or adjunct faculty and staff.

**NSF**: The National Science Foundation. The National Science Foundation (NSF) is an independent Federal agency created by the National Science Foundation Act of 1950, as amended (42 USC 1861-75). The NSF policy on conflicts of interest can be found at (http://www.nsf.gov/publications/pub_summ.jsp?ods_key=manual15)

**PHS**: The Public Health Service is an operating division of the U.S. Department of Health and Human Services, and any components of the PHS to which the authority involved may be delegated. The PHS regulation on conflicts of interest can be found at (http://www.gpo.gov/fdsys/pkg/FR-2011-08-)

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4 The complete FDA regulation on Conflict of Interest can be found at http://www.fda.gov/RegulatoryInformation/Guidances/ucm126832.htm
PHS Awarding Component: The PHS Awarding Component is the organizational unit of the PHS that funds a specific Research project.

Research: A systematic investigation, study or experiment designed to develop or contribute to generalizable knowledge. The term encompasses basic and applied Research and product development.

Significant Financial Interest: A Significant Financial Interest consists of one or more of the following interests of the Member of the University Community (and those of the Member of the University Community’s spouse and dependent children): Family):

(1) With regard to any publicly traded entity, a Significant Financial Interest exists if the value of any payments or any remuneration received from the publicly traded entity received in the twelve months preceding the disclosure and the value of any equity interest in the entity as of the date of disclosure, when aggregated, exceed $5,000. For purposes of this definition, remuneration includes salary and any payment for services not otherwise identified as salary, received from the publicly traded entity (e.g., consulting fees, honoraria, paid authorship), and/or equity interest includes any stock, stock option, or other ownership interest, as determined through reference to public prices or other reasonable measures of market value.

(2) With regard to any non-publicly traded entities, a Significant Financial Interest exists if the value of any payments or any remuneration received from the non-publicly traded entity in the twelve months preceding the disclosure, when aggregated, exceed $5,000 or when the Member of the University Community (or the Member of the University Community’s spouse or dependent children) holds any amount of equity interest (e.g., stock, stock option, or other ownership interest). For purposes of this definition, remuneration includes salary and any payment for services not otherwise identified as salary received from the non-publicly traded entity (e.g., consulting fees, honoraria, paid authorship).

(3) Intellectual property rights with payments that when aggregated for the investigator and the investigator’s spouse and dependent children are expected to equal or exceed $5,000 annually (interests not paid by Vanderbilt e.g., patents, copyrights and royalties from, upon receipt of income related to such rights), and interests.

All other definitions not set forth in this section shall be as defined in the body of the policy.

Attachment 3

Motion – Part II, Chapter 2; Part III, Chapter 2; Part III, Chapter 3; Part VIII

- Whereas the Faculty Manual is an important resource for faculty to understand the policies and procedures of key aspects of university life as it pertains to their roles in it, benefits from it, and obligations to it,
- Whereas Part II and Part III of the Faculty Manual needs to be updated, to reflect reorganization of the Equal Opportunity, Affirmative Action and Disability Services office into three separate offices,
- Whereas Part III, Chapter 3 needs clarity and updating,
- Whereas Part VIII is in need of revision and updating to clarify the standards of conduct,
- In accordance with notice given of this motion:

Be it resolved that, consistent with the Faculty Senate’s role in shared governance, that the Faculty Senate express its acceptance, by vote, of the attached revisions to

- Part II. Appointment and Tenure, Chapter 2: General Principles, Rules, and Procedures for Appointment, Reappointment, and Termination
- Part III. University Principles and Policies, Chapter 2: Nondiscrimination
- Part III. University Principles and Policies, Chapter 3: Conflict of Interest and Commitment Policy
- Part VIII. Vanderbilt University Compliance Program and Standards of Conduct

with an updated index, and appropriate corrections to formatting, in the Faculty Manual.

Faculty Manual Committee
Brooke Ackerly, A&S Chair
Geoffrey Fleming, Medicine [Executive Liaison]
Myrna Wooders, A&S
David Cole, Peabody
Chris Lehmann, Medicine
Yesha Yadav, Law
Richard Pitt, A&S
Florence Sanchez, Engineering
Duco Jansen, Engineering (ex-officio)
Becky Keck, Nursing (ex-officio)
Part II Appointment and Tenure

Chapter 2: General Principles, Rules, and Procedures for Appointment, Reappointment, and Termination

A: Equal Opportunity

Vanderbilt is an Equal Opportunity Employer; therefore, all employment and hiring practices, including those for filling faculty positions, must be in accordance with relevant federal and state statutes and regulations and in accordance with the Affirmative Action Plan of Vanderbilt University (see Part III, Chapter 2, Section E of the Faculty Manual). Deans of the schools and the Equal Employment Opportunity, Affirmative Action, and Disability Services Department Office have detailed information regarding these requirements.
Part III University Principles and Policies

Chapter 2: Nondiscrimination

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 VII of the Civil Rights Act of 1964, Title IX of the Education Amendment of 1972, Sections 503 and 504 of the Rehabilitation Act of 1973, the Americans with Disabilities Act (ADA) of 1990, the ADA Amendments Act of 2008, Executive Order 11246, the Uniformed Services Employment and Reemployment Rights Act, as amended, and the Genetic Information Nondiscrimination Act of 2008, Vanderbilt University does not discriminate against individuals on the basis of their race, sex, religion, color, national or ethnic origin, age, disability, military service, or genetic information in its administration of educational policies, programs, or activities; admissions policies; scholarship and loan programs; athletic or other University administered programs; or employment. In addition, the University does not discriminate against individuals on the basis of their sexual orientation, gender identity, or gender expression. Inquiries or complaints should be directed to Director; The Equal Opportunity, Affirmative Action, and Disability Services Department; Baker Building, PMB 401809, 2301 Vanderbilt Place, Nashville, TN 37240-1809. Telephone (615) 322-4705 (V/TDD); FAX (615) 343-4969.

In compliance with federal law, including the provisions of Title VI and Title VII of the Civil Rights Act of 1964, Title IX of the Education Amendments of 1972, Sections 503 and 504 of the Rehabilitation Act of 1973, the Americans with Disabilities Act (ADA) of 1990, the ADA Amendments Act of 2008, Executive Order 11246, the Vietnam Era Veterans Readjustment Assistance Act of 1974 as amended by the Jobs for Veterans Act, and the Uniformed Services Employment and Reemployment Rights Act, as amended, and the Genetic Information Nondiscrimination Act of 2008, Vanderbilt University does not discriminate against individuals on the basis of their race, sex, sexual orientation, gender identity, religion, color, national or ethnic origin, age, disability, military service, covered veterans status, or genetic information in its administration of educational policies, programs, or activities; admissions policies; scholarship and loan programs; athletic or other university-administered programs; or employment. In addition, the university does not discriminate against individuals on the basis of their gender expression. Requests for information, inquiries or complaints should be directed to these offices: Faculty and staff - Equal Employment Opportunity Office, Anita J. Jenious, Director, eeoinfo@vanderbilt.edu, telephone (615) 343-9336; Students - Title IX and Student Discrimination, Molly Zlock, Title IX Coordinator and Director, titleixandstudentdiscrimination@vanderbilt.edu, telephone (615) 343-9004, 110 21st Avenue South, Suite 975, Nashville TN 37203; Students - Student Access Services, Jamie Bojarski, Director disabilityservices@vanderbilt.edu; telephone (615) 343-9727.
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
- Americans with Disabilities Amendment Act of 2008

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 for faculty and staff should be directed to the Equal Employment Opportunity Office at 615-343-9336. Student accommodations requests should be addressed to Student Access Services at 615-322-4705, Affirmative Action, and Disability Services Department.

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, sex, sexual orientation, color, religion, national or ethnic origin, age, disability, military status, or genetic information or disability is unacceptable and grounds for disciplinary action, and also constitutes a violation of federal or state law. Equally unacceptable within the University is the harassment of any individual on the basis of sexual orientation, gender identity or gender expression.
1. 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.”

2. 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 military status, genetic information, sexual orientation, sexual identity, and gender expression.

3. Complaint Procedure

Any faculty member of the University community who experiences harassment on the basis of sex, race, color, religion, national origin, age, disability, military service, covered veteran’s status, genetic information, or sexual orientation, gender identity, or gender expression should immediately seek assistance through the Equal Employment Opportunity Office, Affirmative Action, and Disability Services Department (EEOO/AD), 322-4705615-343-9336. The EEOO/AD receives all complaints of
unlawful discrimination raised by faculty and staff within the University community and, where possible, assists in the resolution of those complaints. If a faculty member alleges harassment on the basis of sex, race, color, religion, national origin, age, disability, military service, covered veteran’s status, genetic information, sexual orientation, gender identity, or gender expression by a student, the EEOO will work in conjunction with the University’s Title IX and Student Discrimination office, as well as Student Accountability, to address the matter.

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, race, sex, sexual orientation, gender identity, religion, color, national or ethnic origin, age, disability, genetic information, gender expression or gender identity, 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, race, sex, sexual orientation, gender identity, religion, color, national or ethnic origin, age, disability, military status, genetic information or gender identity expression.

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 Equal Employment Opportunity Office, Affirmative Action, and Disability Services Department 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 Department office also coordinates services for persons—faculty and staff—with disabilities.
Grievance procedures for faculty members are explained in Part IV, Chapter 2, of the Faculty Manual. The Office of the General Counsel is also available to assist with application and interpretation of equal opportunity and affirmative action laws.
Chapter 3: Conflict of Interest and Commitment Policy

Definitions of key terms appear in Article VII below.

Article I: Policy Statement

All individual Members of the Vanderbilt University Community (including Trustees, University officials, and all full-time, part-time, temporary, or adjunct faculty and staff of the University) 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 of research participants; protecting the integrity and objectivity of research and instruction; supporting the ideals of goodwill, fair play, and transparency; and encouraging public service.

Accordingly, all individuals in the University community have a clear obligation to make decisions and conduct the affairs of the University based upon the desire to promote the best interests of the University in a manner consistent with those goals. Trustees and members of senior administration 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 individual members of the University community, private industry, federal and state governments, and the non-profit sector have grown increasingly complex. As a result, there are opportunities for professional interactions and development that may benefit the University community and its individual members, but which may also present the potential for or the appearance of conflicting loyalties and responsibilities for the individuals within the University community. The purpose of the Vanderbilt University Conflict of Interest and Commitment Policy is to set forth a policy statement regarding Conflicts of Interest and Commitment and to provide guidelines to protect the University and its mission.

A Conflict of Interest refers to a situation 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 an individual has the opportunity or appears to have the opportunity to influence the University’s business, administrative, academic, patient care, research, or other decisions in ways that could lead to financial, professional, or personal gain or advantage of any kind, whether or not the value is readily ascertainable.

A Conflict of Commitment refers to a situation where an individual engages in external activities, either paid or unpaid, that interferes with his/her primary obligation and commitment to the University.
Individuals in the University community should evaluate and arrange their external interests in order to avoid compromising their ability to carry out their primary obligations to the University, and most conflicts of interest or commitment should generally be avoided or resolved through the exercise of personal judgment or discretion.

All individual members of the University community are expected to (i) abide by the Conflict of Interest and Commitment Policy 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), (ii) fully and continually disclose professional and relevant personal activities and relationships that create a Conflict of Interest or Commitment or have the appearance of creating a Conflict of Interest or Commitment as required by the University, (iii) remedy Conflicts of Interest or Commitment or comply with any management or monitoring plan prescribed by the University, (iv) remain aware of the potential for Conflicts of Interest and Commitment, and (v) take initiative to manage, disclose, or resolve Conflicts of Interest or Commitment 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.

Article II: Conflict of Interest Guidelines

Conflicts of interest can arise under many situations. These guidelines set forth principles for members of the University community to follow. Disclosure and approval are required before engaging in activities that are inconsistent with these guidelines.

A. University Administration

The internal administration of the University can present the potential for conflicts of interest. Members of the University community with administrative responsibilities must take particular care to avoid relationships in which Financial Interests or other personal interests intersect with the University’s interests and have the potential for inappropriate factors to be considered in administrative decisions, including hiring decisions. In particular, individuals who have University duties involving the procurement, exchange, receipt of gifts, 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 potential conflicts of interest or the appearance of conflicts of interest.

B. Business Relationships

In general, when individual members of the University community or their Family Members have Financial Interests in a business or are involved in a Business as an owner, operator, or as an executive officer, they must be alert to the possibility that a Conflict of Interest may arise, if the Business has a relationship with the University. If the enterprise does business with the University, or proposes to do
business with the University, the individual is expected to disclose that fact. Generally, there will be no Conflict of Interest if the individual is not in a position to influence the University with respect to the Business in which the individual or Family member has an interest. Members of the University community 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 individual or a Family Member has a Financial Interest or when the individual or a Family Member is an employee of the Business and is directly involved with activities pertaining to the University. This section is not intended to apply to the adoption of textbooks, software, or other teaching aids written by faculty members or their Family Members for use in their own course of instruction at Vanderbilt, although such use must have prior approval from the faculty member’s department chair or dean, must be related to the faculty member’s or such faculty member’s Family Member’s general area of study or scholarship, and must comply with all other applicable rules and regulations of the University.

C. Gifts and Contributions

No gifts or accommodations of any nature, including unrestricted grants, may be accepted by the University or individual members of the University community when to do so would place them in a prejudicial or compromising 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. All gifts given in support of an institutional mission must be directed through the Development offices.

NO GIFTS, of any amount, may be accepted by individuals from suppliers of pharmaceuticals, medical equipment and devices, or medical service vendors (hereafter referred to as the Health Care Industry) or their agents. This includes, but is not limited to, companies currently engaged in or proposing to do business with Vanderbilt, a list of which is provided at this link.¹ One exception to this is funds from Health Care Industry sources given as unrestricted gifts towards meals and refreshments at on-campus, regularly scheduled meetings, which further the operational unit’s missions, and which are elected to be used by department chairs, division chiefs, center directors, institute directors, and CEOs (or their designees) for this purpose. These gifts are normally tax exempt, and as such may only be accepted through the VUMC Development Office.

Individuals may, however, accept gifts, meals, entertainment, and other normal social amenities no greater in value than $300–500 per year from a single source, whether an individual or a Business, provided that the source is not a Health Care Industry entity or its agent as noted above and such amenities are not otherwise extravagant under the circumstances.

Types of activities viewed as gifts include:

- **Food** - Except meals offered at national meetings linked to educational, scientific, or consultative events.

1 To determine whether a vendor qualifies as a Health Care Industry Supplier contact coi@vanderbilt.edu.
• **Travel** - Except travel expenses related to necessary education or training regarding equipment, products, or other medical devices purchased previously by Vanderbilt. If this travel is necessary, specific language should be included in the vendor contract, noting the party responsible for incurring these travel and training expenses. Note: Under no circumstance, may Vanderbilt personnel accept offers from the Health Care Industry to pay for travel, meals, or other expenses which are related to procurement activities by Vanderbilt personnel.

• **Tickets** to entertainment events

• **Ghost-writing services**

• **Promotional items** which incorporate or display Health Care Industry supplier or product logos. Exceptions are:
  1. Items purchased by Vanderbilt.
  2. Materials which have been reviewed and approved by leadership in a clinical practice area for use in education.
  3. Branded educational manuals which are intended to promote safe and appropriate use of a medication or medical device are permissible so long as there has already been a clinical judgment that the particular product or device is best for the care of an individual patient.
  4. Materials presented at approved vendor fairs which allow University personnel to compare and contrast products/services from more than one vendor.
  5. Logos appearing on products in public areas which have been approved for on-site sale to the public or for special pre-approved charitable or philanthropic events.
  6. Logos from non-profit and/or professional organizations which promote missions consistent with the missions of the University.

**D. Use and Appropriation of University Assets**

The University possesses both tangible and intangible assets. These assets include buildings, personnel, equipment, patents, copyrights, technology, and work products, as well as the University’s reputation and prestige. As custodian of these assets, members of the University community 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. Where specific procedures regarding the disposition and control of University assets do not exist, individuals are expected to protect the best interests of the University in its tangible and intangible assets. Conduct constituting the misappropriation or unauthorized use of University assets in connection with any external activity is prohibited (including implying sponsorship or endorsement by the University or otherwise trading on the reputation or goodwill of the University). 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.
E. Research Activities

General

Conflicts of interest in research involve situations in which financial, professional, or other personal considerations may compromise, or have the appearance of compromising an individual’s judgment in the design, conduct, or reporting of research. The bias which may result from such conflicts of interest may impact not only the collection, analysis, and interpretation of data, but also the hiring of staff, procurement of materials, subcontracting, clinical referrals, sharing of results, choice of protocol, the use of statistical methods, the use of human participants, or otherwise influence the course of a research project.

Individual members of the University community may not review, approve, or administratively control contracts, grants, clinical trials, or other research collaborations when such contract, grant, clinical trial, or other collaboration pertains to a research project involving the University and a business or intellectual property in which the individual or a family member has a Significant Financial Interest or when the individual or a family member is an employee of the business and directly involved with activities pertaining to the research project. In particular, absent compelling circumstances, individuals may not participate in research involving human research subjects if they have a Significant Financial Interest in the sponsor of the research or any technology that could be affected by the outcome of the research. This presumption against human subjects’ research by financially interested individuals may be rebutted by compelling circumstances that are reviewed in advance by appropriate University officials. No research with human subjects that involves a conflict of interest may receive final approval from the Institutional Review Board until the conflict of interest is addressed under this policy. Every individual participating or involved in University research is responsible for learning and complying with all other applicable policies and procedures.

All individual members of the Vanderbilt University community are expected to comply with any applicable Federal requirements pertaining to conflict of interest in their research activities. Additional policies and procedures related specifically to conflicts of interest in sponsored research and projects are required by the National Science Foundation (NSF) and the Public Health Service (PHS). The complete PHS Conflict of Interest Regulations are available at 42 CFR Part 50 and 45 CFR Part 94. All university research must comply with this subsection E.1, regardless of any funding source, in addition to the requirements of any funding source or sponsor. For purposes of university research funded or proposed for funding by PHS, the following subsection E.2 shall also apply.

For research regulated by the Food and Drug Administration (FDA)\(^2\), there are conflict of interest requirements that apply to both the sponsor of the study, as well as the investigators. The individual members of the University community are expected to comply with all applicable FDA requirements pertaining to conflict of interest whether the individual is the investigator or the sponsor or both.

\(^2\) The complete FDA regulation on Conflict of Interest can be found at http://www.fda.gov/RegulatoryInformation/Guidances/ucm126832.htm
Additional Requirements Applicable Only to PHS-Funded Research:

While the conditions of section E.1. apply to all research, the Public Health Service (PHS) also requires for research it funds that the University obtain disclosures, from all Investigators, of any Significant Financial Interests and determine whether each Investigator’s Significant Financial Interest could be affected by the Investigator’s PHS-funded Research, and if so, whether the Significant Financial Interest constitutes a Financial Conflict of Interest in Research. All Investigators who receive or apply for funding from PHS must comply with the requirements of this subsection E.2.

At the time of submitting a proposal for PHS funding to the University, each Investigator participating in the design, conduct or reporting of the Research in the proposal is required to certify that he or she has disclosed any Significant Financial Interests to the appropriate University officials and must have completed required University training. Updated disclosures must be provided at least annually and within thirty (30) days of the creation of a new Significant Financial Interest.

Before the expenditure of any funds from a PHS grant award for which a Financial Conflict of Interest in Research exists, the University will either eliminate the Financial Conflict of Interest in Research or report to the PHS Awarding Component the existence of the Financial Conflict of Interest in Research. The report will include required information about the management plan for that Financial Conflict of Interest in Research. If, after review, the University determines that a subsequent Financial Conflict of Interest in Research develops or exists, a report of the University’s management plan for that Financial Conflict of Interest in Research will be submitted to the PHS Awarding Component within sixty days of the identification of the new Financial Conflict of Interest in Research.

In situations where the University conducts PHS funded Research with or through other entities such as subgrantees, subcontractors or collaborators (collectively, “Subrecipients”), the University will take reasonable steps to ensure that Investigators working for Subrecipients comply with the PHS Conflict of Interest Regulations. Subrecipients of University Research that are funded by PHS shall be required to report identified financial conflicts of interest to the University in accordance with the PHS Conflict of Interest Regulations. In turn, the University will report to PHS the existence of any financial conflicts of interest reported to the University by any Subrecipients and obtain necessary information for purposes of such report, as well as assurances that the conflict of interest has been managed prior to the expenditure of funds and within sixty days of any subsequently identified conflict of interest.

In the event of a failure by an Investigator to comply with this University policy or an applicable management plan, the University will promptly complete a retrospective review of the Investigator’s activities and the PHS-funded Research project to determine whether any portion of the PHS-funded Research was biased in the design, conduct or reporting of such Research and notify the PHS Awarding Component of the corrective action taken or to be taken, including but not limited to the submission of a mitigation report when bias is found. The University will also submit required reports on an annual basis to the PHS Awarding Component regarding the status of all Financial Conflicts of Interest in Research related to PHS funding and any changes to the management plan, for the duration of the related PHS-funded Research.
For purposes of this Subsection E.2, each PHS-funded Investigator must disclose reimbursed or sponsored travel that is related to Institutional Responsibilities and not funded through the University when the travel is paid on behalf of, or by reimbursement to, the Investigator. Exempted from such disclosure is travel reimbursed or sponsored by a Federal, state, or local government agency, an institution of higher education as defined at 20 USC 1001(a), an academic teaching hospital, a medical center, or a research institute that is affiliated with an institution of higher education. Any disclosure of reimbursed or sponsored travel must include, at a minimum, the purpose of the trip, the identity of the sponsor/organizer, the destination, and the duration and a statement from the traveler indicating whether or not the travel and accommodations provided were reasonable, customary, and similar to what would be acceptable under Vanderbilt travel policies for travel expenses paid by Vanderbilt.

Disclosure to the public of Financial Conflicts of Interest in Research shall be required upon request for all Financial Conflicts of Interest in Research that are related to PHS-funded Research if they are held by Key Personnel. The University will ensure that all Members of the University Community who require training under the PHS-funded regulations complete such training upon employment and every four years thereafter.

- For purposes of this Section E.2, Financial Conflicts of Interest in Research shall include instances in which:
  
  (a) research or research contract, grant, clinical trial, or other research project or collaboration (“Research Project”) pertains to any research involving the University and a Business or Intellectual Property in which the Member of the University Community has a Significant Financial Interest, OR

  (b) the outcomes of such research or Research Project could reasonably be expected to affect the Significant Financial Interest held by the Member of the University Community or to affect a Business or Intellectual Property in which the Member of the University Community has a Significant Financial Interest, OR

  (c) the Member of the University Community or a Family Member is, whether or not compensated, an (i) officer or director of a Business involved in the research or Research Project, or an (ii) employee, consultant, faculty member (or similar appointment), or advisor for the Business or otherwise affiliated with the Business and directly involved with activities pertaining to the research or Research Project, if a Significant Financial Interest is discovered.
AND the appropriate University officials reasonably determine that the Investigator’s Significant Financial Interest could directly and significantly affect the design, conduct, or reporting of the research.

- For purpose of this Section E.2, Key Personnel shall be defined as: any Member of the University Community named as the Principal Investigator, project director, or otherwise identified as senior/key personnel by the University in a grant application, progress report, or any other report submitted to the PHS by the University.

- For purposes of this Section E.2, Significant Financial Interest shall be defined as: A financial interest consisting of one or more of the following interests of the Investigator (and those of the Investigator’s family members) that reasonably appears to be related to the Investigator’s Institutional Responsibilities:
  
  (a) With regard to any publicly traded entity, a Significant Financial Interest exists if the value of any remuneration received from the entity in the twelve months preceding the disclosure and the value of any equity interest in the entity as of the date of disclosure, when aggregated, exceeds $5,000. For purposes of this definition, remuneration includes salary and any payment for services not otherwise identified as salary (e.g., consulting fees, honoraria, paid authorship); equity interest includes any stock, stock option, or other ownership interest, as determined through reference to public prices or other reasonable measures of fair market value;
  
  (b) With regard to any non-publicly traded entity, a Significant Financial Interest exists if the value of any remuneration received from the entity in the twelve months preceding the disclosure, when aggregated, exceeds $5,000, or when the Investigator (or the Investigator’s family members) holds any equity interest (e.g., stock, stock option, or other ownership interest). For purposes of this definition, remuneration includes salary and any payment for services not otherwise identified as salary received from the non-publicly traded entity (e.g. consulting fees, honoraria, paid authorship); or
  
  (c) Intellectual property rights and interests not paid by Vanderbilt (e.g., patents, copyrights), upon receipt of income related to such rights and interests.

F. Healthcare Industry Sponsored Activities

Conflicts of interest in Healthcare Industry Sponsored Activities 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, procurement, or other professional activities. The bias which may result from such conflicts of interest may impact not only the collection, analysis, and interpretation of data, but also the hiring of staff, procurement of materials, clinical referrals, sharing of results, choice of treatment, or otherwise influence the provision of patient care or the execution of one’s professional duties.

Personnel may not receive compensation or consulting payments of a guaranteed amount:
I. For talks supported directly by suppliers of pharmaceuticals, medical equipment and devices, or medical service vendors (hereafter referred to as the Health Care Industry) or their agents, a list of which is provided at http://www.vanderbilt.edu/compliance/html/conflict_of_interest_policy.pdf if:
   a. the selection of speaker, topic, and/or audience is determined by an entity which provides speakers only for events supported or sponsored by the Health Care Industry,
   b. the content of the lectures given is subject to any form of prior review or approval by either representatives of the Health Care Industry or event planners contracted by the Health Care industry,
   c. the content of the presentation is not based on a balanced review of the best available scientific evidence, or
   d. the discussant refers predominantly to or promotes a specific drug, device, or service which is manufactured and/or marketed by the sponsor of the talk or its affiliate. In essence, the lecturer is expected to determine the lecture’s content, including slides and written material, and to provide a balanced assessment of therapeutic options.

II. For Health Care Industry sponsored promotions or lectures on the use of drugs or devices for unapproved indications (off-label), not approved by the FDA, and sold by the same Healthcare Industry vendor.

III. For grants or contracts to conduct Health Care Industry sponsored Research on unapproved indications (off-label) of drugs or devices while receiving payments for lecturing and/or consulting from the same Healthcare Industry company.

IV. For listening to sales talks or simply attending a CME or other activity.

V. For prescribing medications or changing a patient’s prescription.

VI. Without associated duties. All consulting or service activities must follow University guidelines relating to consulting and may accept only fair market compensation for specific, legitimate services provided to industry with payment commensurate with time and effort.

G. Activities Related to Students

An individual Member of the University Community may not assign students, postdoctoral fellows, or other trainees to University projects sponsored by any Business if the individual or a Family Member has a Financial Interest in the Business. An individual also may not assign students or permit students to participate in any consulting relationship in which the individual or a Family Member has a Financial Interest.

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 of Interest situation related to a Member of the University Community or a Family Member with a Financial Interest in the situation.
Students and trainees should not be permitted to participate in consulting activities if the terms and conditions of those activities would prevent the students or trainees from meeting applicable University degree or training requirements. Students, postdoctoral fellows, and trainees involved in any Conflict of Interest situation should be informed that the Conflict of Interest situation exists; and that their concerns, if any, can be discussed with the appropriate University official or, if applicable, the monitor or monitoring panel.

Additionally, deans or their designees and department chairs must meet regularly (at least annually) with any students, post-doctoral fellows, or trainees involved in a Conflict of Interest situation. Deans and department chairs may also consider assigning an observer to the Research advisory committee/theses or dissertation committee of any student involved in a Conflict of Interest situation.

**H. Activities Related to Family Members**

Members of the University community may not participate in the hiring process or any employment-related decisions pertaining to their Family Members. Likewise, they 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.

**Article III: Conflict of Commitment Guidelines**

One type of Conflict of Interest is Conflict of Commitment. A Conflict of Commitment relates to an individual's distribution of effort between University employment or faculty appointment and commitment to external business activities or employment, external professional activities, or personal activities. It is possible to have a Conflict of Commitment even if the individual does not receive compensation for the external activity. External activities may include employment outside the university, involvement with professional societies, participation related to review panels, education meetings, community service, conferences, consulting, other professional activities, and business activities related to outside entities including start-up companies.

A Conflict of Commitment can arise when the external activities burden or interfere with the University member's primary obligations and commitments to the University. It is the policy of the University that all full-time faculty and staff members are expected to devote their primary professional loyalty, time, and energy to their position at Vanderbilt.

Although a specific work-week is not defined for faculty, senior administration and full-time exempt staff, it is expected that such positions constitute a full-time obligation and that, with the exceptions explicitly permitted by University policies on external activities, they will not engage in other employment. Accordingly, external activities must be arranged so as not to interfere with the primary commitments.
A. Faculty-specific Guidelines

External activities conducted 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. External activities must not distract significantly from primary responsibilities and must not require such extensive absence as to cause the faculty member to neglect course obligations or become unavailable to students and colleagues. External activities must be of such nature and conducted in such manner as will not bring discredit to the University and must not compromise any Intellectual Property owned by the University.

Accordingly, the maximum expenditure of time spent on external activities by a full-time faculty member appointed on a nine-month basis 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 external activities should not exceed fifty days per year, including holidays. For those academic year faculty receiving external funding during the summer months (currently May 16 through August 15), the policy for full-time faculty appointed on a twelve-month basis will apply – i.e., no more than fifty days per year, including holidays. It is expected that half-days will be accumulated into full days and that time traveling to and from activities or engagements and preparing for them also will be accumulated and counted in the total.

Individual schools and departments may implement more specific procedures and require additional information in furtherance of this policy. Faculty members should periodically re-examine the nature and extent of their external activities and conscientiously avoid engaging in activities that constitute conflicts of commitment. The Provost or Vice Chancellor for Health Affairs may grant exceptions in extraordinary cases upon recommendation of the appropriate Dean.

B. Conflict of Commitment Guideline Regarding Non-Vanderbilt Online Teaching

1. General Standard

For faculty who are members of the Faculty Assembly (“faculty”), teaching outside the University presents issues that require special attention because it has the potential to compete with the University’s own offerings. In judging the appropriateness of any online course outside the educational mission of the University, faculty should consider the time commitment and the potential impact of these activities on the fulfillment of their commitments to the University as per Part III, Chapter 3, Article III of the Faculty Manual.

In addition, the following special considerations and procedures apply to online courses offered, or reasonably expected to be offered, for academic credit and to online courses providing certifications:

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3 For faculty in the School of Medicine Clinical Departments, the Dean of the SOM (or Dean’s designee) will confer with the Provost; for faculty in the School of Medicine Basic Science Departments, the Provost (or Provost’s designee) will serve the role of the Dean and will confer with the Dean of the School of Medicine.
In determining whether to grant such permission or as guidance for reviewing potential conflicts, the Dean (or Dean’s designee) and faculty should consider whether such an online course will impair the instructional offerings of the faculty member’s School or other Schools at Vanderbilt University. In making this impairment determination, the following factors (among others) may be useful to consider, with affirmative answers counting against approval, but no set number of affirmative answers being conclusive: Is the faculty member one of the primary instructors or a course director in the online course?

2. Special Provision for Online Courses for Academic Credit

Faculty are not permitted to offer online courses for undergraduate, graduate, or professional degree credit for another education institution or venture except with permission of the faculty member’s Dean (or Dean’s designee).

Is the online course comparable to any current course at Vanderbilt? Is the online course among the courses that Vanderbilt plans to include in its own offerings in the next two academic years? Is the online course likely, in fact, to require the instructor to commit to teaching the content exclusively with the online vendor or other institution and not to provide any similar content in another online format?

3. Special Provision for Online Courses Providing Certifications

Faculty must disclose their plan to teach in online courses that offer certifications to their Dean (or Dean’s designee) prior to undertaking such teaching.

C. Staff-specific Guidelines

Employment outside Vanderbilt or other activities that could create a Conflict of Commitment, or the appearance of a Conflict of Commitment, should be disclosed as outlined in this policy and discussed with the staff member’s supervisor to ensure it will not create a Conflict of Commitment. Hourly paid staff, or part-time exempt staff, should also disclose and discuss with their supervisors external obligations so that a Conflict of Commitment does not arise.

Accordingly, external activities must be arranged so as not to interfere with a staff member’s primary commitments. External activities must be of such a nature and conducted in such a manner as will not bring discredit to the University and must not compromise any Intellectual Property owned by the University.

Staff members should periodically re-examine the nature and extent of their external activities and conscientiously avoid engaging in activities that constitute conflicts of commitment. The Vice Chancellors may grant exceptions to this policy in extraordinary cases upon recommendation of the University Conflicts Committee.

Article IV: Disclosure
A. Duty to Disclose (Other than specifically outlined under PHS-Funded Research Section E.2. above)

In order to identify and review Conflicts of Interest or Commitment, and the appearance of Conflicts of Interest or Commitment, Members of the University Community must disclose in advance all Significant Financial Interests and outside activities and Financial Interests that create or have the appearance of creating Conflicts of Interest or Commitment through the conflict disclosure system to the appropriate University officials. These are then reviewed as follows: the initial disclosure is reviewed by supervisors, deans, and/or department chairs with a secondary review performed by the School of Medicine Office of Faculty Affairs and/or the Office of Conflict of Interest and Commitment Management. These University officials will review the disclosures to determine whether a Conflict of Interest exists and what conditions or restrictions, if any, should be imposed in order to manage, reduce or eliminate the Conflict of Interest.

Such disclosures shall be sufficiently detailed and timely as to allow accurate and objective evaluation prior to making commitments or initiating activities that create conflicts of interest or commitment. The information must be accurate and not false, erroneous, misleading, or incomplete. Each Member of the University Community has an obligation to cooperate fully in the review of the pertinent facts and circumstances. Individual schools and departments may implement more specific procedures and require additional information in furtherance of this policy.

Certain University activities will involve more specific procedures with respect to conflicts of interest either because of governmental requirements or corporate fiduciary duty. Trustees and General Officers, as well as anyone involved with sponsored Research or the development and licensing of Intellectual Property under the auspices of the University, is responsible for complying with all applicable procedures. The burden of reporting shall not be excessive or duplicative, except where required by law or regulation.

Disclosure required by any governmental, accreditation, or other self-regulatory agency, such as the PHS, FDA, or NSF or the Joint Commission on Accreditation of Healthcare Organizations regulations, should be made to the appropriate University official, on the required forms before grant application submission. 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 presenter has a Conflict of Interest.

The Office of Conflict of Interest and Commitment Management is available as a resource for questions involving University policies and procedures and for guidance on any issues related to the disclosure process.

B. Annual Disclosure Process

In addition to the duty of advance disclosure discussed above, all Members of the University Community are required to provide a disclosure of all Significant Financial Interest or situations or relationships that create or have the appearance of creating a Conflict of Interest or Commitment upon
initial employment and annually thereafter. Updated disclosures must also be provided throughout the year if changes in circumstances that arise that either (a) create a new Conflict of Interest or Commitment or (b) change or eliminate a Conflict of Interest or Commitment previously disclosed. All disclosure statements and management plans are official records and will be maintained according to an appropriate retention schedule. The disclosure statements contain information that may have a direct bearing on an individual’s employment. The disclosure statements 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.

Article V: University Conflicts Committee

A. Composition

There shall be established a University Conflicts Committee which shall be a University resource on Conflict of Interest matters and Conflict of Commitment matters. The Committee shall have representatives from relevant areas across the University, appointed by the Chancellor, including faculty, audit, Research, legal, administrative, and compliance. At least one representative on the Committee shall be a person from outside the University community. The University’s General Counsel shall serve as the chair of the Committee, and the representatives on the Committee shall serve for a renewable three-year term.

B. Duties and Responsibilities

1. The Committee’s primary responsibility is to serve as a resource to the University on Conflict of Interest and Conflict of Commitment matters in which the University’s mission, philosophy, and overall purpose could be compromised by the University’s relationships with the individual members of its community. For Conflict of Interest questions requiring technical expertise, the Office of Conflict of Interest and Commitment Management can refer a Member of the University Community to an appropriate representative of the Committee to provide additional resources or to act as a liaison to the Committee.

2. The Committee is responsible for reviewing all Conflict of Interest cases involving the University as a party or when an institutional Conflict of Interest exists. The Committee will also review all cases where human subjects research is being proposed and the principal investigator has a Significant Financial Interest related to the proposed research, as well as cases where the initial review committee cannot reach a decision. In addition, The Committee shall review, by request from the Provost, relevant Dean, or Vice Chancellor (or designee) or by request from the affected faculty or staff member, situations where the initial review cannot formulate an acceptable management plan within the parameters of the policy during the process described in Article IV.A. (immediately above) of this Policy. The Committee may also review appeals from adverse decisions and cases that may be referred to it. The Committee will conduct a thorough review of each case and will either approve or deny the proposed activity, management plan, and/or monitoring plan.

3. Individuals covered by any of the categories in Article V.B.2 above may request Committee review or appeal through the Office of Conflict of Interest and Commitment Management which is responsible
for assisting the Committee in preparing and presenting matters for review. In the event of any review appeal, the individual shall provide the Committee with a copy of any disclosure statement which reveals a real or apparent Conflict of Interest, together with a recommendation from the appropriate University official (the Provost, relevant Dean or Vice Chancellor (or designee) participating in the initial review). The Committee must provide individuals the opportunity to appear before the Committee and/or submit written comments regarding the recommendation. The response of the individual will become an official part of the Conflict of Interest review record.

4. The Committee shall maintain oversight of the annual and periodic disclosures from all faculty and staff that address conflicts of interest. The Office of Conflict of Interest and Commitment Management shall provide the Committee with such summaries, reports, or disclosure statements as it may require.

5. With respect to Research and activities supported by PHS or NSF funding, the University shall maintain records of all financial disclosures and all actions taken by the Institution with respect to each Conflict of Interest disclosed pursuant to this policy for at least three years from the date of submission of the final expenditures report or until the resolution of any governmental or University action involving those records unless other dates are specified by applicable law.

6. The Committee shall maintain an ongoing awareness of procedures, practices, and standards with regard to conflicts of interest 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 insure that its knowledge is sufficiently current and complete. It shall also insure that a proper balance is maintained between confidentiality and its operations and standards.

7. The Committee shall maintain an awareness of externally imposed Conflict of Interest requirements.

8. The Committee shall review this policy periodically and may make amendments to the policy, in consultation with the Faculty Senate, the Office of Conflict of Interest and Commitment Management, the Office of Compliance, and the Office of General Counsel, by a majority vote of all current Committee members.

9. Upon request, the Committee shall make recommendations relating to the enforcement of this policy and any disciplinary action.

10. The Committee shall perform such additional functions as may be assigned from time to time by the Chair of the Committee.

11. The Committee will report semiannually to the Audit Committee of the Board of Trust on matters within its scope of responsibility. At the discretion of the chair of the Committee, conflicts of interest or commitment involving the Chancellor or other General Officers of the University may be referred to the Audit Committee of the Board of Trust for review and approval.

C. Procedures

The Committee shall establish procedures to implement this policy, in cooperation with the University’s schools and other departments, and may make use of subcommittees to carry out its
various functions. The Committee shall maintain confidential minutes of its deliberations. 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 with this policy, supersede the provisions of this policy. In that event, applicable reporting procedures and other substantive and procedural requirements will be followed.

**Article VI: Oversight**

The Office of Conflict of Interest and Commitment Management is responsible for overseeing the implementation of this policy. They will review all violations of this policy, including: (a) failure to comply with the disclosure process (by refusal to respond, by deliberately responding with incomplete, inaccurate, or misleading information, or otherwise); (b) failure to remedy conflicts of interest; and (c) failure to comply with a prescribed management or monitoring plan. Such cases may be forwarded to the University Conflicts Committee for review and recommendations by the Office of Conflict of Interest and Commitment Management.

Penalties for deliberate violations of this policy will be adjudicated in accordance with applicable disciplinary policies and procedures of the Human Resources Staff Guidelines or the Faculty Manual, as applicable. Possible penalties include reimbursement to the University for misused resources; formal admonition; inclusion in a staff member’s file of a letter from their dean or supervisor indicating that the individual’s good standing has been called into question; ineligibility to participate in grant applications, Institutional Review Board approval, or working with graduate students; performance improvement counseling, up to and including dismissal from employment consistent with the Staff Guidelines.

Any Member of the University Community may report a situation involving a Conflict of Interest or commitment or a violation of this policy to an appropriate University official, the Office of Compliance anonymous helpline at 322-1033, the Medical Center Compliance Office anonymous helpline at 343-0135, or the Office of Conflict of Interest and Commitment Management at 322-2401. The University will make every effort to protect anyone who reports a violation from reprisal.

General questions about the policy or disclosure requirements should be directed to the Office of Conflict of Interest and Commitment Management at 322-2401.

**Article VII: Definitions**

- **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 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.

- **Family or Family Member:** Spouse, child, stepchild, parent, sibling, or domestic partner (individual not related by blood or marriage, but currently in a committed relationship and residing in a common
household sharing joint responsibility for the household) of a Member of the University Community. For purposes of the employment of Family Members at Vanderbilt University, grandparent, grandchild, father-in-law, and mother-in-law are also included.

**FDA:** The Food and Drug Administration. The FDA evaluates clinical studies submitted in marketing applications, required by law, for new human drugs and biological products and marketing applications and reclassification petitions for medical devices. The FDA policy on conflicts of interest can be found at:  [http://www.accessdata.fda.gov/scripts/cdrh/cfdocs/cfcfr/CFRSearch.cfm?CFRPart=54&showFR=1](http://www.accessdata.fda.gov/scripts/cdrh/cfdocs/cfcfr/CFRSearch.cfm?CFRPart=54&showFR=1)

**Financial Interest:** Anything of monetary value, whether or not the value is readily ascertainable. Examples of Financial Interests:

- Salary or other payments for services (including fees, honoraria, “gifts,” or other “in kind” compensation whether for consulting, membership on a board of directors or advisory board, or any other purpose such as partial, interim, or milestone payments).

- Intellectual Property rights (including patents, copyrights, and royalty income or the right to receive future royalties under a patent or other Intellectual Property rights, whether pursuant to a license or otherwise).

- Ownership and equity interests or entitlement to such interests in a publicly or non-publicly traded Business (including stock, stock options, partnership interests, and convertible debt but excluding interests in publicly-traded diversified mutual funds where the individual investor has no control over the selection of holdings).

**Institutional Responsibilities:** For purposes of the disclosure and assessment of potential Conflicts of Interest and Conflicts of Commitment, the definition of Institutional Responsibilities shall be defined as a Member of the University Community’s activities and duties on behalf of the University or which fall within the scope of employment by the University: (e.g., such as research, consultation related to the scope of Vanderbilt employment, teaching, professional practice, institutional committee memberships, and service on panels at Vanderbilt or as assigned by Vanderbilt.).

**Intellectual Property:** Patents, copyrights, trademarks, trade secrets, technology (whether or not reduced to practice), databases, software, and any other tangible or intangible intellectual property.

**Investigator:** The project director, Principal Investigator and any other person regardless of title or position who is responsible for the design, conduct or reporting of Research including sponsored Research or proposed sponsored Research.

**Member of the University Community:** Trustees, University officials, full-time, part-time, temporary, or adjunct faculty and staff.
**NSF:** The National Science Foundation. The National Science Foundation (NSF) is an independent Federal agency created by the National Science Foundation Act of 1950, as amended (42 USC 1861-75).

The NSF policy on conflicts of interest can be found at

**PHS:** The Public Health Service, an operating division of the U.S. Department of Health and Human Services, and any components of the PHS to which the authority involved may be delegated. The PHS regulation on conflicts of interest can be found at

**PHS Awarding Component:** The organizational unit of the PHS that funds a specific Research project.

**Research:** A systematic investigation, study or experiment designed to develop or contribute to generalizable knowledge. The term encompasses basic and applied Research and product development.

**Significant Financial Interest:** a Financial Interest consisting of one or more of the following interests of the Member of the University Community (and those of the Member of the University Community’s Family):

1. With regard to any publicly traded entity, a Significant Financial Interest exists if the value of any payments or any remuneration received from the publicly traded entity received in the twelve months preceding the disclosure and the value of any equity interest in the entity as of the date of disclosure, when aggregated, exceed $5,000. For purposes of this definition, remuneration includes salary and any payment for services not otherwise identified as salary, received from the publicly traded entity (e.g. consulting fees, honoraria, paid authorship); equity interest includes any stock, stock option, or other ownership interest, as determined through reference to public prices or other reasonable measures of market value.

2. With regard to any non-publicly traded entities, a Significant Financial Interest exists if the value of any payments or any remuneration received from the non-publicly traded entity in the twelve months preceding the disclosure, when aggregated, exceed $5,000 or when the Member of the University Community (or the Member of the University Community’s Family) holds any amount of equity interest (e.g., stock, stock option, or other ownership interest). For purposes of this definition, remuneration includes salary and any payment for services not otherwise identified as salary received from the non-publicly traded entity (e.g. consulting fees, honoraria, paid authorship).

3. Intellectual property rights and interests not paid by Vanderbilt (e.g., patents, copyrights), upon receipt of income related to such rights and interests.

All other definitions not set forth in this section shall be as defined in the body of the policy.

See Frequently Asked Questions at:
Part VIII Vanderbilt University Compliance Program and Standards of Conduct

The Vanderbilt University Standards of Conduct is an institutional statement of principles and summary of key laws and policies applicable to the Vanderbilt community, including its faculty, staff, and executive administration. In some cases they summarize, but do not substitute for policies described in other parts of the Faculty Manual. The Faculty Senate has approved the inclusion of the Vanderbilt University Standards of Conduct in the Faculty Manual.

A: Introduction

Vanderbilt University is committed to the highest standards of ethics, honesty, and integrity in pursuit of its mission of education, research, public service, and in supporting health care through its affiliation with Vanderbilt University Medical Center (VUMC). All members of the Board of Trust, the Chancellor, general officers, the executive administration, administrative officers, members of the faculty and staff, and others representing Vanderbilt University are expected to adhere to these Standards of Conduct in the discharge of their duties. The Vanderbilt University Standards of Conduct Compliance Program demonstrates the University’s commitment to ethical conduct and compliance by setting forth guidelines for conduct designed to prevent and detect violations of law, uphold accreditation standards, comply with University policies, and encourage reporting of compliance concerns by providing support, training, and educational resources. The Compliance Program is designed to assist the University in fulfilling its compliance responsibilities by creating an operational structure and process to monitor the University’s compliance efforts and is designed to work in conjunction with other University offices and compliance programs. For more details, the Vanderbilt Compliance Program Plan is available at [http://www.vanderbilt.edu/compliance/](http://www.vanderbilt.edu/compliance/). Faculty members employed by VUMC will be responsible in the conduct of their work for complying with the standards of conduct adopted by VUMC as well as the standards of conduct adopted by Vanderbilt the University Compliance Program.

The Administrative Compliance Committee (“ACC”) has direct oversight responsibility for the compliance activities of Vanderbilt and assists the Vanderbilt community in fulfilling its legal compliance obligations. The ACC oversees the following areas of compliance activity:

1. Informing, training, and educating the Vanderbilt community about the Standards of Conduct and ethical obligations under those Standards;
2. Monitoring compliance activities, including policies, procedures, training, and education programs;
3. Serving as a resource to Vanderbilt on matters of compliance, legal regulatory changes, and assessing and identifying areas of risk;
4. Maintaining a reporting helpline for compliance matters;
5. Assisting operational units in developing corrective action plans; and
6. Reporting on compliance activities to the Audit Committee of the Board of Trust.

The ACC is supported and assisted in its oversight responsibilities by a compliance officer who is responsible for the day-to-day operations of the compliance program. The compliance officers’ responsibilities include employee training on the Standards of Conduct, routine monitoring of compliance activities, assisting with corrective action plans, monitoring emerging issues in the field of compliance, maintaining and responding to calls made to their respective reporting helplines.
coordinating interdepartmental compliance efforts, providing staff support for the committees’ operational activities, and submitting biannual reports to the Audit Committee on the activities of the Compliance Program.

The ACC is co-chaired by the Vice Chancellor for Administration and the Vice Chancellor, General Counsel and University Secretary.

B. Standards of Conduct
Consistent with the Faculty Manual and Human Resources policies, the Vanderbilt University Standards of Conduct provide the guiding standards of conduct for the University’s faculty, staff, and others representing the University and set forth the University’s commitment to good practices and following the law. It is of paramount importance that all University faculty and staff in supervisory positions ensure that they and those they supervise themselves adhere to the Standards of Conduct. The deans of the schools/colleges are responsible for ensuring that the Standards of Conduct are observed by faculty and staff within their schools/colleges. Staff and other University representatives are responsible for the conduct of those employees under their supervision. All members of the University community are responsible for reading and adhering to understanding the Standards of Conduct. See The following standards following Standards of Conduct are also published at www.vanderbilt.edu/compliance.

B: Respecting Others

Vanderbilt is committed to fostering equity, diversity, and inclusion. By embracing these values, we nurture an environment of mutual respect, civility, and dignity. Embracing these values also enables us to promote freedom of inquiry and freedom to question, to criticize, and to dissent. We hold ourselves to this standard and we do not tolerate behavior that harasses, mistreats, or belittles or any other action that may harm another person. This is the foundation of ethical behavior at Vanderbilt and the basis of civil discourse within our academic community.

C: Compliance with the Law and University Policies

Vanderbilt University is committed to compliance with all applicable laws, rules, and regulations, and University policies. It is the responsibility of each member of the University community, including staff, faculty, health care professionals with hospital privileges, agents, representatives, contractors, and vendors, to follow, in the course and scope of their work at Vanderbilt University, all applicable laws, rules, regulations, and University policies, and to maintain an educational, research, health care, and business environment that is committed to integrity and ethical conduct. All questions and concerns about the legality or propriety of any action, or failure to take action by or on behalf of the University, should be referred to the relevant supervisor, the Office of the General Counsel, or the Office of Audit, Risk and Advisory Services.

D: Responsible Reporting Of Suspected Violations
Vanderbilt employees are obligated to report in good faith all violations of law or Vanderbilt policies or any concern that a compliance violation may have occurred. Retaliation against employees for such reporting is prohibited and will result in disciplinary action. Members of the Vanderbilt community are expected to report violations and concerns as quickly as practical by contacting their immediate supervisor, the applicable compliance lead, the Administrative Compliance Officer, or Audit, Risk & Advisory Services. Vanderbilt will take no adverse action against persons for making such reports in good faith, even if the report turns out not to be incorrect. False accusations made with the intent of harming or retaliating against another person can subject the accuser to disciplinary action.

Vanderbilt prohibits retaliation against individuals for filing or encouraging another to file a complaint or report of violations of law, regulation or University policy, or for participating in an investigation of any such violation. Retaliation and adverse actions include the following: discharge, demotion, suspension, harassment, denial of promotion, transfer, or in any other manner discriminating or threatening to discriminate against an employee in the terms and conditions of that individual’s employment. Any person who believes that he or she has been subjected to, or affected by, retaliatory conduct should report such retaliation to the Equal Employment Opportunity Office (EEOO). https://www.vanderbilt.edu/eeo/.

All persons making reports of compliance concerns are assured that such reports will be treated as confidential to the extent permitted by law. Such reports will be shared with others only on a bona fide need-to-know basis. In making reports to the Vanderbilt University Compliance Reporting Hotline confidential help line, the caller may remain anonymous. The eCompliance Reporting Hotline is administered by an outside vendor and has no call identification or number recognition capability.

Vanderbilt University Compliance Reporting Hotline: (844) 814-5935 or www.vanderbiltcompliancehotline.ethicspoint.com

E: Research and Health Care Services
Scientific Integrity

Vanderbilt University is committed to compliance with applicable law in the conduct of research and health care services. In particular, Vanderbilt is committed to protecting health, safety, and welfare of human and animal research subjects and to conducting research with scientific integrity. Vanderbilt has adopted policies and procedures designed to foster the responsible conduct of research. It is essential that the conduct of research activities and the delivery of health care services be accurately documented as required by applicable laws, rules, and regulations. Federal regulations relating to effort reporting and appropriate expenditure of grant funds must also be followed. In the interest of maintaining the highest standards of scientific integrity, researchers must familiarize themselves with all applicable and relevant federal and state laws governing their activities, and with University policies and procedures relating to misconduct in research. (http://research.vanderbilt.edu/). Matters involving faculty employed by VUMC will be referred to the VUMC compliance officer with the expectation that the University and VUMC will work cooperatively to handle such compliance matters.

FE: False Claims Act and Whistleblower Protection
Vanderbilt University requires all faculty and staff to report all known or suspected violations of the Federal False Claims Act (“FFCA”) or the Tennessee False Claims Act (“TFCA”) (collectively referred to as “FCA”). A person violates the FCA by knowingly submitting, or causing another to submit, false claims for payment of government funds; making or using a false record or statement to get a claim paid; or engaging in conduct in order to procure anything of value from the state or any political subdivision. In addition, a person is liable under the FCA if they/she/he is a beneficiary of an inadvertent submission of a false claim and, after discovering the claim’s falsity, fails to disclose it within a reasonable time.


Examples of violations of a FCA are (i) submission of a claim for purchase of an item that is then used for purposes other than those within the scope of the relevant grant to Medicare for payment for services not rendered, or (ii) falsification of a time and effort report in connection with a claim for reimbursement from a government grant, or (iii) inadvertently making a false claim and failing to disclose the error after it has been discovered. Vanderbilt University does not allow retaliation against persons reporting such suspected violations (sometimes referred to as “whistleblowers”) for making such reports in good faith.

Report any known or suspected violation of either the FFCA or the TFCA to the appropriate supervisor, department head or chair, the University compliance officer, or the University’s Compliance Reporting Hotline at (844) 814-5935 (www.vanderbiltcompliancehotline.ethicspoint.com) or by email at HHSTips@oig.hhs.gov. Faculty and staff may also report known or suspected violations of the FFCA to the federal hotline, (800) 447-8477.

G.: Protection of Minors

Vanderbilt University is committed to the protection of minors. Protecting minors is the responsibility of all members of our campus community. All University faculty, staff, students, and volunteers in Vanderbilt programs or operations who interact with individuals under the age of eighteen will be thoroughly screened, complete a background check, training, and adhere to the University’s Code of Conduct When Interacting with Minors. Leaders and managers of programs and operations involving minors will ensure personnel are in compliance with the provisions of the Protection of Minors policy prior to scheduled activities. All members of the University are expected to follow Tennessee mandatory child abuse reporting laws, assess and screen internally for risk to minors, and uphold best practices to maintain a safe environment for minors participating in VU programs or under their care.
Protection of Minors Policy, information, forms, and registration:
https://www.vanderbilt.edu/riskmanagement/protectionofminorslanding%20page.php

Vanderbilt University Code of Conduct When Interacting with Minors:
https://www.vanderbilt.edu/riskmanagement/pomcodeofconduct.php

HF.: Vendor Relations, Antitrust, Anti-Kickback, and Foreign Corrupt Practices Act

Kickbacks

Vanderbilt University is committed to complying with state and federal antitrust, anti-kickback, bribery, and fraud laws and regulations. It is against University policy for any person acting on behalf of the University to accept or pay a kickback. Vanderbilt employees are expected to avoid activities that would give the appearance of preferential treatment toward any vendor. Vanderbilt policies and business practices prohibit setting charges in collusion with competitors, giving or receiving kickbacks, entering into certain exclusive arrangements with vendors, and sharing confidential information with competitors. Except where specifically authorized, faculty, staff, and students are prohibited from making commitments or negotiating on behalf of the University or acting as its agent in procurement or contract matters. When someone who can influence purchasing decisions made at the University takes money or anything of value from a vendor, it can be considered a kickback, which is illegal. No gifts or accommodations of any nature, including unrestricted grants, may be accepted by the University or individual members of the University community when to do so would place them in a prejudicial or compromising 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.

In addition, the Foreign Corrupt Practices Act (FCPA) prohibits the payment of bribes to officials of foreign governments. Specifically, the FCPA prohibits providing or promising to provide, directly or indirectly, any payment or item of value to a foreign official in order to influence that foreign official to act in violation of their lawful duty or to secure any improper advantage in order to assist in obtaining or retaining business. An employee Faculty, officials, or other employees of a foreign government-controlled university could be considered a “foreign officials” for purposes of the FCPA.

I:. Conflicts of Interest and Commitment

Vanderbilt University is committed to managing potential conflicts of interest and commitment. Integrity and objectivity are essential qualities for University community members in carrying out the varied missions of Vanderbilt. All University faculty, staff, and representatives should avoid potential or perceived conflicts of interest and commitment. Individual conflicts of interest refer to situations in which an individual’s or family member’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.

All members of the University are required to disclose all outside activities and financial interests that might be, or have the appearance of being, conflicts of interest or commitment upon initial employment, and annually thereafter. An updated disclosure must also be submitted if changes in circumstances arise
that may give rise to a potential conflict of interest. For more information or to submit a disclosure: http://www.vanderbilt.edu/compliance/.

Vanderbilt University is committed to following and enforcing its conflict of interest and commitment policies. All University faculty, staff, and representatives should avoid potential or perceived conflicts of interest and/or commitment. Any concerns about a proposed transaction that may involve inducements offered by a vendor or supplier or a business relationship with a company that is connected with the employee or a family member, should be discussed with the appropriate dean, supervisor, or the Office of Conflict of Interest and Commitment Management compliance officer.

Vanderbilt University Conflict of Interest and Commitment Policy: https://www.vanderbilt.edu/compliance/includes/CurrentCOIPolicy.pdf; also published in Part III of the Faculty Manual at http://vanderbilt.edu/faculty-manual/part-iii-university-principles-and-policies/ch3-conflict-of-interest-and-commitment-policy/ The Vanderbilt University Conflict of Interest and Commitment Policy can be found at http://www.vanderbilt.edu/compliance/ (and is included in Part III of the Faculty Manual) and the

VUMC Conflict of Interest and Commitment Policy and information regarding that policy can be found at https://ww2.mc.vanderbilt.edu/DCCI/23390. See the Human Resource Services website at www.vanderbilt.edu/HRS.

I:. Environment

Vanderbilt University is committed to complying with all applicable environmental laws and to maintaining all necessary environmental permits and approvals.

Environmental compliance includes the proper handling, storage, use, shipment, and disposal of all materials that are regulated under any applicable environmental law. If any employee has actual knowledge that a spill, release, or discharge of any material regulated pursuant to an applicable environmental law has occurred, such employee must immediately report such event to their/her/his immediate supervisor so that necessary action may be taken. Necessary action may include evacuating employees, reporting such event to a governmental authority if required pursuant to any environmental law(s), and containing and cleaning up any such spill, release, or discharge. Employees with actual knowledge of any other potential violations of applicable environmental laws of which they have actual knowledge that could endanger the health and safety of others also should report the matter to either individuals. Questions concerning environmental regulations should be directed to Vanderbilt Environmental Health and Safety at (615) 322-2057 the Environmental Health and Safety office or the Workplace Safety Office: https://www.vumc.org/safety/ and https://www.vanderbilt.edu/workplace-safety/.

J:. Confidentiality
Vanderbilt University is committed to the appropriate protection of confidential information. Many faculty and staff have access to various types of sensitive, confidential, financial, and proprietary information. Vanderbilt prohibits the unauthorized seeking, disclosing, or selling of such information, including confidential information contained in health care records, student educational records and employee records. All members of the University community are required to know and comply with laws and University policies related to information privacy and security.

FERPA:  http://registrar.vanderbilt.edu/ferpa/

Payment Card Information: https://www4.vanderbilt.edu/pcicompliance

L: Electronic Communications and Information Technology Resources

Vanderbilt University prohibits the misuse of information technology resources. Vanderbilt’s policies balance its commitment to intellectual freedom and open inquiry with its obligations to protect the security of private, sensitive, or proprietary information and the respect of others’ intellectual property. Vanderbilt’s network computing and electronic resources, including electronic mail, should be used in a manner consistent with the university’s core missions and may not be used in a manner that violates laws, institutional policies, or principles of academic and research integrity. Members of the Vanderbilt community have a fiduciary responsibility to protect information from disclosure by refraining from accessing private or sensitive information without a legitimate business or educational purpose, by refraining from sharing their system passwords, and by following all other policies relating to protecting the security of information.


Social Media Handbook: https://social.vanderbilt.edu/handbook/index.php;


PCI Compliance: https://www4.vanderbilt.edu/pcicompliance/
K-M: Controlled Substances

Vanderbilt University is committed to providing a drug-free workplace. In accordance with the University’s Drug-Free Workplace policy, Vanderbilt prohibits the unlawful possession, use, manufacture, or distribution, possession, or use of a controlled substance by illicit drugs and alcohol on its property or as part of any member University-sponsored activity. Additionally, members of the University community in the workplace or while conducting University business off the University’s premises. For more information, see the Vanderbilt Compliance Program Plan at http://www.vanderbilt.edu/compliance/plan.php, including those who maintain Drug Enforcement Agency (DEA) registration, must comply with all federal and state laws regulating controlled substances. Federal law may impose sentences of up to twenty years in prison and fines of up to $1,000,000 for violation of criminal drug laws.

Drugs and Alcohol Policy: http://hr.vanderbilt.edu/policies/drug-alcohol.php

Substance Abuse Policy: http://hr.vanderbilt.edu/policies/substance-abuse.php

LN: Non-Discrimination

As stated in Vanderbilt University’s Equal Opportunity, Non-discrimination, and Affirmative Action policies, Vanderbilt University is committed to the principles of equal opportunity and affirmative action. Vanderbilt does not discriminate against individuals on the basis of their race, color, sex, sexual orientation, gender identity, gender expression, religion, sex, color, national or ethnic origin, age, disability, sexual orientation, or military service, covered veteran status, or genetic information in its administration of its educational policies, programs, or activities; its admission admissions policies; scholarship and loan programs; athletic or other institution University-administered programs; or employment. The Equal Opportunity, Affirmative Action, and Disability Services Department (EAD) has responsibility for monitoring Vanderbilt’s Affirmative Action Plan and assisting with the application and interpretation of laws that impose special obligations on Vanderbilt. The EAD also assists with compliance to the Americans with Disabilities Act and with providing accommodation to students, faculty, and staff.

The EAD receives complaints regarding unlawful discrimination within the University community and, where possible, assists in the resolution of those complaints. Any faculty or staff member who experiences harassment or inappropriate discrimination on grounds protected by the University’s nondiscrimination policy should immediately seek assistance through the EAD by calling (615) 322-4705, Equal Employment Opportunity Office. Vanderbilt prohibits retaliation against persons faculty or staff members who utilize the EAD EEO in good faith to voice make complaints of harassing or discriminatory conduct. Other staff member employment concerns related to personnel issues or human resources, such as salary, promotion, or hiring, should initially be directed to Human Resource Services at (615) 322-8330.

EEOO: https://www.vanderbilt.edu/eeo/
O: Sexual Harassment and Misconduct

Vanderbilt University is committed to the principles of equal opportunity and seeks to establish and maintain a safe and healthy environment for all members of the University community, guests, and visitors. The University provides programs, activities, and a campus environment that foster courtesy and respect. The University seeks to eliminate and prohibits all forms of sexual misconduct. Sexual misconduct, as defined by University Policy, includes sexual harassment, sexual assault, and other intimate partner violence, which includes dating violence, domestic violence, and stalking. Under federal law, including Title IX of the Education Amendments of 1972, the Violence Against Women Act, and the Violence Against Women Reauthorization Act of 2013, Vanderbilt has a duty to prevent and redress sexual misconduct and intimate partner violence. Such conduct is contrary to Vanderbilt’s values, represents socially irresponsible behavior, and will not be tolerated. Vanderbilt encourages reporting of violations, will take prompt and effective action to address allegations of sexual misconduct and intimate partner violence, and will resolve complaints in a timely and fair manner. For further information on mandatory reporting of sexual misconduct and harassment, see the policies below.

EEOO: https://www.vanderbilt.edu/eeo/

Title IX Office: https://www.vanderbilt.edu/title-ix/

Anti-Harassment Policy: http://hr.vanderbilt.edu/policies/anti-harassment.php

Sexual Misconduct and Intimate Partner Violence Policy (cases involving students): http://www.vanderbilt.edu/student_handbook/sexual-misconduct/

Campus SaVE Act Policy (cases not involving students): https://hr.vanderbilt.edu/policies/save-act.php

P: Responding to Investigation

Vanderbilt University is committed to cooperating with all government investigators as required by law. If an employee receives a subpoena, search warrant, or other similar document, before taking any action, the employee must immediately contact the Office of the General Counsel. The Office of the General Counsel is responsible for authorizing the release or copying of documents. If a government investigator, agent, or auditor comes to the employee’s University office or laboratory, the employee must contact a supervisor, the Office of Audit, Risk and Advisory Services, or the Office of General Counsel.
Services, or the Office of the General Counsel should be contacted before an employee discusses any matters with such investigator, agent, or auditor.

N. Compliance Training

Vanderbilt University is committed to providing training and education to the University community about compliance with applicable laws, rules, and regulations. In addition to employee orientation, ongoing training and education is available on the University Website with the Institutional Review Board, Office of Grants and Contracts Management, Research Support Services, and other relevant departments. The compliance officer is always available to assist and coordinate specific education and training efforts.
Q: Enforcement of the Standards of Conduct

Vanderbilt University is committed to ensuring its employees abide by the Standards.

Employees who fail to abide by these standards of conduct will be disciplined in accordance with the severity of the transgression up to and including termination. Discipline will be applied under the process applicable to the individual’s employee type. It is the intent of the University to enforce discipline consistently across the organization.

R: Conclusion

Vanderbilt University is committed to following local, state, and federal laws, rules, and regulations. The compliance officers maintain help and reporting phone lines to enable faculty, staff, and other University representatives to report violations and to discuss any questions. and regulations. To assist University with its commitment to appropriate conduct, all faculty, staff, and representatives are encouraged required to report violations of any law or, policy to a supervisor, a department head or chair, or a compliance officer. It is the duty of all faculty, staff, and University representatives to report, or Vanderbilt job-related criminal conduct to a supervisor, the Administrative Compliance Officer, the Office of the General Counsel, or the Office of which they have actual knowledge or Audit, Risk & Advisory Services. Similarly, any known Vanderbilt job-related situations that may endanger the health and safety of any individual should be reported to one of the above offices or to the Vanderbilt University Police Department. All persons making such reports are assured that such reports will be treated as confidential to the extent permitted by law. Such reports and will be shared with others only on a bona fide need-to-know basis. Vanderbilt will take no adverse action against persons making such reports in good faith. Vanderbilt and prohibits retaliation against persons who make such reports in good faith.

Faculty and staff wanting to make a report of a violation or a potential problem may contact the University Compliance Officer at (615) 322-5162, or call the anonymous, confidential hotline at (844) 814-5935 (www.vanderbiltcompliancehotline.ethicspoint.com). For more information, see the Vanderbilt Compliance Program Plan at http://www.vanderbilt.edu/compliance/html/ComplianceProgramPlan.doc. In addition, relevant Human Resource Policies are available at http://hr.vanderbilt.edu/policies/index.htm.

Following these Standards of Conduct will help every member of the Vanderbilt Community do the right thing. It will also protect each member of the Vanderbilt community. Talking with the appropriate supervisor, manager, and colleagues is encouraged if something is not clear and of course, the following offices are always available.

Office of Administrative Compliance
110 21st Avenue, Suite 1130
Nashville, Tennessee 37203
615-322-5162
https://www.vanderbilt.edu/compliance/

Office of the General Counsel  
Office of Conflict of Interest and Commitment Management  
2100 West End Avenue, Suite 750  
Nashville, Tennessee 37203  
615-322-5155

Office of Audit, Risk, and Advisory Services  
110 21st Avenue, Suite 1130  
Nashville, Tennessee 37203  
615-343-6660

For Anonymous Reporting:  
Vanderbilt Compliance Reporting Hotline  
http://www.vanderbiltcompliancehotline.ethicspoint.com/  
Or call toll-free: 844-814-5935