



Policy on Conflicts of Interest For Trustees, Officers, And Key Persons

Issuing Department:
Internal Audit, Compliance, and Enterprise Risk Management

Effective Date: April 1, 2015
Last Update: October 11, 2019

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I. Applicability

This Policy applies to Trustees, Officers, and Key Persons of NYU Langone Health (together, “Covered Persons”). All capitalized terms shall have the meaning set forth in Section VI below.

II. General Policy

A. Covered Persons have a primary obligation to serve the purposes to which NYU Langone Health and New York University (“NYU”) are dedicated. As part of this obligation, each Covered Person has a duty to conduct his or her NYU Langone Health duties and the affairs of NYU Langone Health in a manner that promotes the best interests of the organization and that complies with legal and regulatory requirements. Covered Persons have a duty to disclose on an ongoing basis any current, proposed or pending situations that may be a Conflict of Interest. In the occasional situation where a Covered Person becomes aware that they have not disclosed a Conflict of Interest on a timely basis, the Covered Person has the continuing duty to disclose it as promptly as possible thereafter.

B. A “**Conflict of Interest**” means any circumstance in which the personal, professional, financial, or other interests of a Covered Person (including his or her Relative) may potentially or actually diverge from, or may reasonably be perceived as potentially or actually diverging from, his or her obligations to NYU Langone Health and the interests of NYU Langone Health and NYU. A Conflict of Interest may exist whenever an independent observer might reasonably question whether the Covered Person’s actions or decisions are determined by considerations of personal benefit, whether financial or otherwise. Any business transaction which involves NYU Langone Health and the Covered Person, a Relative of the Covered Person, or an entity in which he or she has a Material Interest gives rise to a Conflict of Interest. Examples of Conflicts of Interest are set forth in Section VII below. This Policy applies to any circumstance that may constitute a Conflict of Interest, regardless of whether it is specifically described in this Policy.

C. NYU Langone Health does not enter into any Related Party Transactions, or other business transactions with Covered Persons, Relatives of Covered Persons, or entities in which any Covered Person has a Material Interest which give rise to a potential Conflict of Interest, or other matters which give rise

to a potential Conflict of Interest. In the case of Related Party Transactions, the transaction may only be entered into after the Audit and Compliance Committee (the “Audit and Compliance Committee”) of the Board of Trustees of NYU Langone Health System (the “System”) determines that the transaction is fair, reasonable, and in NYU Langone Health’s and NYU’s best interest as provided in Section IV(B) below.

D. Covered Persons must not engage in competition with NYU Langone Health by service on the board of, or otherwise working for, an organization which competes directly with NYU Langone Health, or appropriating or diverting a business or financial opportunity that the Covered Person knows NYU Langone Health is pursuing.

E. Covered Persons may not obtain, use, or disclose NYU Langone Health Confidential Information for a purpose that may be detrimental to NYU Langone Health, or disclose NYU Langone Health Confidential Information to a person or entity that is not authorized by NYU Langone Health to receive it.

F. Where relevant, a Covered Person must cooperate with any plan adopted by NYU Langone Health to manage, reduce, or eliminate the Conflict of Interest.

G. The Audit and Compliance Committee will oversee the implementation of and compliance with this Policy.

III. **Procedures for Disclosure**

A. Disclosure – General on Appointment and Annually thereafter. Covered Persons must submit a general disclosure questionnaire upon appointment, annually thereafter, and upon request by the Office of Internal Audit, Compliance, and Enterprise Risk Management (the “IACERM”). In the applicable general disclosure questionnaire, a Covered Person must certify compliance with this Policy and disclose all entities in which he or she holds a Material Interest which he or she reasonably believes does or may do business with NYU Langone Health or NYU or competes or may compete with NYU Langone Health or NYU. All disclosures require detailed answers. The Covered Person must disclose, among other things, the following:

- (i) any entity with which the Covered Person and/or a Relative of the Covered Person has a director, officer, or trustee position;
- (ii) any family or business relationship between the Covered Person and/or a Relative of the Covered Person and a Trustee, or an employee of NYU Langone Health, including an Officer or a Key Person;
- (iii) any direct business relationship between the Covered Person and/or a Relative of the Covered Person and any NYU Langone Health Entity, NYU, or any competitor of NYU Langone Health;
- (iv) any anticipated transaction in which the Covered Person and/or a Relative of the Covered Person has a direct or indirect financial interest that would constitute Related Party Transaction with NYU Langone Health.

The general disclosure questionnaire will be provided to each Covered Person by IACERM and must be completed and returned within thirty (30) days of receipt. In addition, prior to the initial election of a Trustee, such individual must have completed and returned the general disclosure questionnaire then in effect. Covered Persons may also be required to disclose additional personal interests, activities and relationships as mandated by regulatory requirements (e.g., IRS Form 990).

B. Disclosures – Specific & Periodic Updates between Submissions. Covered Persons must disclose to IACERM any specific situation that gives rise to a potential Conflict of Interest. Covered Persons have an ongoing obligation throughout the year to disclose new and anticipated Conflicts of Interest, as well as to disclose Conflicts of Interest of which they may not have been initially aware.

C. Confidentiality. All disclosures will be kept confidential and divulged by NYU Langone Health solely for review under this Policy and NYU’s *Conflicts of Interest Policy for Trustees, Officers, and Senior Administrators* (where applicable) on a need-to-know basis or as required by applicable laws and regulations.

IV. **Procedures for Review and Evaluation**

A. Initial Review. IACERM is responsible for reviewing each disclosure received from any Covered Person and for determining whether a potential Conflict of Interest exists under the circumstances. In cases where IACERM believes that a potential Conflict of Interest exists, IACERM will submit the matter to the Audit and Compliance Committee for review in accordance with this Policy. IACERM will provide a copy of all completed disclosure forms to the Chair of the Audit and Compliance Committee.

B. Audit and Compliance Committee Review. The Audit and Compliance Committee is responsible for reviewing and evaluating each potential Conflict of Interest involving a Covered Person submitted to it. If the Committee finds that a Conflict of Interest exists, the Committee shall also adopt a plan for managing, reducing, or eliminating the Conflict of Interest which is fully consistent with the best interests of NYU Langone Health and NYU. Any management plan will depend upon the facts and circumstances of the specific matter. The existence and resolution of the Conflict of Interest must be documented in the records of the meeting of the Committee at which it was discussed or voted upon. As matter of policy, for any Related Party Transactions, NYU Langone Health will not approve the matter unless the Committee has made a determination that the transaction is fair, reasonable, and in NYU Langone Health’s and NYU’s best interest. For Related Party Transactions where the Related Party has a substantial financial interest, the Committee must, prior to NYU Langone Health entering into the transaction, (1) consider alternatives to the transaction to the extent available; (2) approve the transaction by not less than a majority vote of the Committee members present at the meeting; and (3) contemporaneously document in writing the basis for the Committee’s approval, including its consideration of alternative transactions. The Committee must report to the System’s Board of Trustees all findings it makes arising from its review and evaluation responsibilities under this Policy.

C. Circumstances Involving NYU Audit and Compliance Committee Review. Where an individual who is a “Covered Person” of NYU pursuant to NYU’s *Conflicts of Interest Policy for Trustees, Officers, and Senior Administrators* is involved in a Conflict of Interest (whether or not such individual is also a Covered Person of NYU Langone Health pursuant to this Policy), or where a conflict occurs at NYU (including at the School of Medicine), NYU has an interest in the matter and the NYU Audit and Compliance Committee may review the Conflict of Interest. In such cases, the following procedure applies:

- (i) Where an individual is (a) jointly a “Covered Person” of NYU and a Covered Person of NYU Langone Health and (b) the Conflict of Interest involves the School of Medicine or NYU Langone Health, the Audit and Compliance Committee will review the matter first and any determination other than to eliminate the Conflict of Interest is subject to the approval of NYU’s Audit and Compliance Committee;
- (ii) Where any individual is (a) jointly a “Covered Person” of NYU and a Covered Person of NYU Langone Health and (b) the Conflict of Interest involves NYU other than the School of Medicine, NYU’s Audit and Compliance Committee will review the matter first and any

determination other than to eliminate the Conflict of Interest is subject to the approval of the Audit and Compliance Committee;

- (iii) Where the individual is (a) a Covered Person of NYU Langone Health but not a “Covered Person” of NYU and (b) the Conflict of Interest involves NYU (but not the School of Medicine), NYU’s Audit and Compliance Committee will review the matter first and any determination other than to eliminate the Conflict of Interest is subject to the approval of the Audit and Compliance Committee; and
- (iv) Where the individual is (a) a Covered Person of NYU Langone Health but not a “Covered Person” of NYU and (b) the Conflict of Interest involves the School of Medicine (but not any other part of NYU), the Audit and Compliance Committee will review the matter first and any determination other than to eliminate the Conflict of Interest is subject to the approval of NYU’s Audit and Compliance Committee; and
- (v) Where the individual is (a) a “Covered Person” of NYU but not a Covered Person of NYU Langone Health and (b) the Conflict of Interest involves the School of Medicine, NYU’s Audit and Compliance Committee will review the matter and may seek guidance from the Audit and Compliance Committee;
- (vi) Where the individual is (a) a “Covered Person” of NYU but not a Covered Person of NYU Langone Health and (b) the Conflict of Interest involves NYU Langone Health, NYU’s Audit and Compliance Committee will review the matter first and any determination other than to eliminate the Conflict of Interest is subject to the approval of the Audit and Compliance Committee.

The Vice President of IACERM will be responsible for coordinating with NYU and its General Counsel and Secretary of the University (or designee) and, where applicable, Chair of NYU’s Audit and Compliance Committee (or designee) on matters requiring joint reviews.

V. **Recusal**

No Covered Person shall be present or participate in the deliberation or vote by a Board of Trustees, or committee thereof, on a matter giving rise to their own potential Conflict of Interest, or attempt to influence improperly the deliberation or voting on the matter. In such event, the Covered Person must recuse himself or herself from participation in the deliberation and vote of the matter.

VI. **Definitions**

A. “Confidential Information” is any information relating to or about NYU Langone Health’s business or operations which is not intended to be disseminated to the public at large. It includes, but is not limited to, information concerning NYU Langone Health’s:

- employees, medical staff, faculty and students, such as salary levels, professional fees, prices, personnel records, background checks, and conflict of interest disclosures;
- business arrangements, such as contractual arrangements with suppliers and managed care companies, strategic plans, potential affiliations, acquisitions and mergers, business and donor relationships, planned investments, marketing strategies and software development (including source code);
- research, such as proposals and findings, unpublished research data, results, manuscripts and correspondence, invention disclosures and other unpublished intellectual property; and

- internal investigations, pre-litigation and litigation and administrative agency charges, audits and inquiries.

B. **“Conflict of Interest”** shall have the meaning ascribed to it in Section II(B) above.

C. **“Covered Person”** means a Trustee, an Officer, or a Key Person of the System and of any NYU Langone Health Entity.

D. **“Key Person”** of the System (or of any of NYU Langone Health Entity) means any person, other than a Trustee or Officer, whether or not an employee of the System (or the NYU Langone Health Entity, as applicable), who (i) has responsibilities, or exercises powers or influence over the System (or the NYU Langone Health Entity, as applicable) as a whole similar to the responsibilities, powers, or influence of directors and Officers; (ii) manages the System (or the NYU Langone Health Entity, as applicable), or a segment of the System (or the NYU Langone Health Entity, as applicable) that represents a substantial portion of the activities, assets, income, or expenses of the System (or NYU Langone Health Entity, as applicable); or (iii) alone or with others controls or determines a substantial portion of the capital expenditures or operating budget of the System (or NYU Langone Health Entity, as applicable). For the System, Key Person includes but is not limited all members of the executive leadership of NYU Langone Health as defined from time to time by the CEO of the System who are not Officers of the System.

E. A **“Material Interest”** in an entity is held when a Covered Person and/or a Relative of the Covered Person (a) is, or was in the preceding twelve (12) months, a director, trustee, partner, officer or senior executive in the entity or (b) has, or had in the preceding twelve (12) months, a financial interest of any kind in the entity which, in view of all the circumstances, is substantial enough that it might affect, or reasonably be perceived to affect, the Covered Person’s judgment with respect to transactions between NYU Langone Health and the entity, or when the entity is, or has been in the preceding twelve (12) months, a Related Party of the Covered Person. A “financial interest” includes all forms of direct and indirect compensation, remuneration, ownership or control of the entity.

F. **“NYU Langone Health”** includes NYU Langone Health System, NYU Langone Hospitals (including all inpatient and ambulatory facilities), NYU School of Medicine, NYU Long Island School of Medicine, and all entities that are controlled by any of them, except where specifically excluded.

G. **“NYU Langone Health Entity”** means each individual entity that is part of NYU Langone Health. NYU as a whole is not an NYU Langone Health Entity for purposes of this Policy.

H. **“Officer”** means any person described as an officer in the governing documents of the System or any NYU Langone Health Entity.

I. **“Related Party”** means a Covered Person, a Relative of a Covered Person, or any entity in which a Covered Person or a Relative of a Covered Person has a 35% or greater ownership or beneficial interest or, in the case of a partnership or professional corporation, a direct or indirect ownership interest in excess of five percent (5%). For purposes of this paragraph, “Covered Person” refers to both a Covered Person as defined in Section IV(B) above and a “Covered Person” of NYU as defined in NYU’s *Conflicts of Interest Policy for Trustees, Officers, and Senior Administrators*.

J. **“Related Party Transaction”** means any transaction, agreement or any other arrangement in which a Related Party has a financial interest and in which the System, any other NYU Langone Health Entity, or NYU is a participant, except that the following do not constitute Related Party Transactions: (a) the transaction or the Related Party’s financial interest in the transaction is de minimis; (b) the transaction would not customarily be reviewed by the board or boards of similar organizations in the ordinary course

of business and is available to others on the same or similar terms; or (c) the transaction constitutes a benefit provided to a Related Party solely as a member of a class of the beneficiaries that the corporation intends to benefit as part of the accomplishment of its mission which benefit is available to all similarly situated members of the same class on the same terms; or (d) transactions related to compensation of employees or Trustees or reimbursement of reasonable expenses incurred by a Related Party on behalf of NYU Langone Health or NYU.

K. “**Relative**” means a Covered Person’s (i) spouse or domestic partner, (ii) ancestors, brother or sister (whether whole or half blood), child (whether natural or adopted), grandchild, great-grandchild; (iii) the spouse or domestic partner of a brother, sister, child, grandchild, or great-grandchild; or (iv) other individuals residing in the person’s household.

L. “**Trustee**” means a voting member of the governing body of the System or any NYU Langone Health Entity, including a voting member of the NYU School of Medicine or the NYU Long Island School of Medicine Advisory Boards.

VII. **Examples of Conflicts of Interest**

The following are situations that give rise to a Conflict of Interest and require disclosure to IACERM in accordance with this Policy. This list is by no means all-inclusive. In case of uncertainty as to whether or not a Conflict of Interest exists, a Covered Person should disclose the matter to IACERM. Some potential Conflicts of Interest occur when:

A. A Covered Person or a Relative of a Covered Person has a Material Interest in an entity or vendor that NYU Langone Health or NYU is contemplating doing business with (e.g., NYU Langone Health or NYU is contemplating purchasing or selling of goods, services, or real estate, or making or receiving a loan to or from such individual or entity, or is contemplating accepting a grant from such individual or entity for sponsored research).

B. A Covered Person or a Relative of a Covered Person proposes that NYU Langone Health or NYU use or purchase goods in which the Covered Person has a proprietary interest (e.g., a Covered Person advocates the use of a device designed by a Relative of the Covered Person).

C. A Covered Person, a Relative of the Covered Person, or any entity in which he or she has a Material Interest engages in competition with a service NYU Langone Health or NYU offers (e.g., by working for an organization which competes directly with NYU Langone Health or NYU or appropriating or diverting a business or financial opportunity that the Covered Person knows NYU Langone Health or NYU is pursuing or is considering pursuing or reasonably might be interested in pursuing if it were aware of the opportunity).

D. A Covered Person, a Relative of the Covered Person, or any entity in which he or she has a Material Interest recruits any faculty member or employee of NYU Langone Health or NYU or solicits business which knowingly disturbs, or could be expected to disturb, the existing professional or business relationships of NYU Langone Health or NYU with any faculty member, employee, health care provider or referral source.

E. A Covered Person proposes that NYU Langone Health or NYU hire or contract with a Relative of a Covered Person for a position or activity that is within the Board of Trustees’ or the Covered Person’s direct supervision or control. The employment of a Relative of a Covered Person by NYU Langone Health must be in accordance with NYU’s *Policy on the Employment of Members of the Same Family*.

F. A Covered Person solicits or accepts a gift, favor, loan or anything of monetary value from a contractor, vendor, patient, co-worker, volunteer or other person seeking a benefit from NYU Langone Health or NYU if the offer or acceptance of the gift, favor or loan could be viewed by an independent observer as intending to influence NYU Langone Health or NYU to act favorably toward the person or entity, except for NYU Langone Health as specifically provided in NYU Langone Health's *Policy on Acceptance and/or Solicitation of Gifts or Benefits From Vendors, Patients, or Other Third Parties*.

G. A Covered Person uses any assets, property or labor of NYU Langone Health or NYU to his or her personal advantage.

H. A Covered Person discloses or uses any non-public Confidential Information obtained in the course of discharging his or her duties and responsibilities at NYU Langone Health to his or her personal advantage or for a purpose that may be detrimental to NYU Langone Health or NYU.

I. A Covered Person or a Relative of a Covered Person is the controlling owner of a company with which NYU Langone Health is considering engaging in a Related Party Transaction.

J. A Covered Person or a Relative of a Covered Person has any ownership interest in a start-up company that is seeking to license intellectual property rights from NYU Langone Health or NYU.

VIII. **Annual Report by the Vice President, IACERM**

The Vice President of IACERM will review all initial and annual disclosure forms and all Conflicts of Interest being managed and other Conflicts of Interest for which reporting is requested by the Audit and Compliance Committee, CEO, and/or General Counsel. The Vice President of IACERM will submit an annual report to the Audit and Compliance Committee regarding Conflicts of Interest involving Covered Persons, including any that may be reported on NYU's or any NYU Langone Health Entities' Form 990. A copy of this report will be sent to the General Counsel and Secretary of NYU.

IX. **Enforcement**

Violations of this Policy are subject to corrective action up to and including termination of association with NYU Langone Health in accordance with the policies and procedures applicable to the Covered Person.

X. **Questions**

Any questions relating to this Policy should be directed to the Office of Legal Counsel or the Vice President of IACERM.

XI. **Administration**

A. This Policy replaces the System's *Policy on Conflicts of Interest for Trustees and Key Employees* dated February 20, 2018 and previously dated June 16, 2016, which replaced the System's *Conflict of Interest Policy* dated April 1, 2015 and NYU Langone Health's *Policy on Trustee Conflicts of Interest* dated April 23, 2009, as updated July 1, 2014. This Policy supersedes all other policies of NYU Langone Health Entities that cover Conflicts of Interest related to Trustees, Officers, or Key Persons and/or Related Party Transactions.

B. Officers and Key Persons are subject to both this Policy and NYU Langone Health's *Policy on Conflicts of Interest in Business Affairs*. For any matter related to an Officer or Key Person, to the extent there is any issue about whether the requirements of this Policy conflict with the requirements of the *Policy*

on Conflicts of Interest in Business Affairs, this Policy and the *Policy on Conflicts of Interest in Business Affairs* are to be interpreted to assure compliance with this Policy.

C. Covered Persons subject to this Policy may also be subject to NYU's *Conflicts of Interest Policy for Trustees, Officers, and Senior Administrators*. For any matter related to a Covered Person also subject to NYU's *Conflicts of Interest Policy for Trustees, Officers, and Senior Administrators*, this Policy is to be interpreted to assure compliance with NYU's *Conflicts of Interest Policy for Trustees, Officers, and Senior Administrators* to the extent there is any issue about whether the requirements of this Policy conflict with the requirements of that policy.