

Conflict of Interest Policy for VIVO

June 2022

The VIVO Community and LYRASIS recognizes that members of the VIVO Leadership Group have diverse professional and financial interests. Because of these interests, the board of directors has adopted a policy whereby VIVO Leadership Group members, (hereinafter collectively referred to as “Members”) must disclose all relationships which may influence the way Members carry out their responsibilities. It is essential that all Members adhere to this policy in order to protect the reputation and integrity of both the VIVO Community and LYRASIS. Failure to adhere to this policy could result in a real or apparent conflict or duality of interest, including personal financial gain, if Members have significant relationships with not-for-profit or for-profit organizations/ commercial enterprises whose products, services, or businesses are related to the goals of the VIVO Community and LYRASIS.

DEFINITIONS

- Conflict of Interest (also Conflict) means a conflict, or the appearance of a conflict, between the private interests and official responsibilities of a person in a position of trust. Persons in a position of trust include staff members, officers, and members of VIVO Governance.
- VIVO Governance Members means voting members of the VIVO Leadership Group.

NOTES

1. A potential conflict is not necessarily a conflict of interest. A person has a conflict of interest only if VIVO Governance decides that a conflict of interest exists.
2. Conflicts can be nuanced and have more to do with a “duality of interests” than a financial conflict.

POLICY AND PRACTICES

1. Full disclosure, by notice in writing, shall be made by the interested parties to all governance members in all conflicts of interest, including but not limited to the following:
 - a. A VIVO Governance Member is related to another VIVO Governance Member or VIVO staff member by blood, marriage or domestic partnership.
 - b. A VIVO Governance Member or their organization stands to benefit from a VIVO transaction or staff member of such organization receives payment from VIVO for any subcontract, goods, or services other than as part of her/his regular job responsibilities or as reimbursement for reasonable expenses incurred.

- c. A VIVO Governance Member is a member of the governing body of another organization with competing or dependent aims that may be affected, directly or indirectly, by decisions made by VIVO (e.g., another open-source software project).
2. Following full disclosure of a possible conflict of interest or any condition listed above, and after discussion with the interested person, the interested person shall leave the meeting while the determination of a conflict of interest is made. The remaining Governance Board members shall discuss and vote whether or not a conflict of interest exists. A financial interest is not necessarily a conflict of interest unless it is decided that a conflict of interest exists. Any Governance Member may recuse themselves at any time from involvement in any decision or discussion in which they believe they have or may have a conflict of interest, without going through the process for determining whether a conflict of interest exists.
3. The minutes of any VIVO Governance meeting at which a matter involving a conflict of interest or potential conflict of interest was discussed or voted upon shall include:
 - a. the name of the interested party and the nature of the interest;
 - b. the decision as to whether the interest presented a conflict of interest;
 - c. any alternatives to a proposed contract or transaction considered by the board; and
 - d. if the transaction was approved, the basis for the approval.
4. An interested VIVO Governance Member shall not participate in any discussion or debate of VIVO Leadership or Steering Groups, or of any committee or subcommittee thereof, in which the subject of discussion is a contract, transaction, or situation in which there may be a perceived or actual conflict of interest. However, they may be present to provide clarifying information in such a discussion or debate unless objected to by any present board or committee member.
5. Anyone in a position to make decisions about spending VIVO's resources (i.e., transactions such as purchases contracts) – who also stands to benefit from that decision – has a duty to disclose that conflict as soon as it arises (or becomes apparent); they should not participate in any final decisions.
6. A copy of this policy shall be given to all VIVO Governance Members and other key stakeholders upon commencement of such person's relationship with VIVO or at the official adoption of stated policy. Each VIVO Governance Member shall sign and date the policy at the beginning of their term of service or employment and each year thereafter. Failure to sign does not nullify the policy.
7. This policy and disclosure form must be filed annually by all specified parties.

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VIVO Governance Member Conflict of Interest Disclosure Form

This form must be filed annually by all specified parties, as identified in the VIVO Conflict of Interest Policy Statement. Ratified by VIVO Leadership on June 6, 2022.

As noted in the policy: Full disclosure, by notice in writing, shall be made by the interested parties to all governance members in all conflicts of interest, including but not limited to the following:

- a. A VIVO Governance Member is related to another VIVO Governance Member or VIVO staff member by blood, marriage or domestic partnership.
- b. A VIVO Governance Member or their organization stands to benefit from a VIVO transaction or staff member of such organization receives payment from VIVO for any subcontract, goods, or services other than as part of her/his regular job responsibilities or as reimbursement for reasonable expenses incurred.
- c. A VIVO Governance Member is a member of the governing body of another organization with competing or dependent aims that may be affected, directly or indirectly, by decisions made by VIVO (e.g., another open-source software project).

_____ I have no conflict of interest to report

_____ I have the following conflict of interest to report (please specify):

The undersigned, by their affixed signature, note their understanding of the implications of this policy.

Signature

Printed Name

Date

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