

Conflict of Interest policy (COI Policy)

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Policy version control

Title	Conflict of Interest Policy (COI)	
Adapted by	General Counsel, Internal Operations Director	
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I – Context and objective

GARDP's mission is to improve the health of people suffering from antibiotic resistant infections by developing new drugs or new formulations for these patients. Acting in the public interest, GARDP is part of a small eco-system, working closely with the founding partners, private industry, academia, public bodies and authorities, and other not-for-profit organizations.

In this context, the purpose of the Conflict of interest Policy (the "Policy") is to contribute to stakeholders' trust in GARDP's operations and support integrity in decision-making. It is not to avoid all conflicts, but rather to help identify, reduce and address situations that bear of conflict of interest. This policy brings more clarity on the principles set in GARDP by-laws (Section IV, art. 23). It shall be considered in relations with other policies guiding the conduct of GARDP Members at GARDP, in particular:

- GARDP Code of Practice for the Scientific Advisory Committee
- GARDP Procurement policy
- GARDP HR Policy
- GARDP Fraud and Corruption Prevention policy
- GARDP Code of Ethics
- GARDP Policy for Scientific and Clinical External Communications

This policy applies to GARDP Members, as defined in Section II. Acceptance of any collaboration with GARDP entails a commitment to assign priority to the needs and goals of GARDP. Each GARDP Member must be alert to the possibility that outside obligations, financial interest or employment relationships run the risk of compromising their objectivity.

When a GARDP Member has significant interests in a company, organization or institution external to GARDP, or receives compensation, funding, or other assistance from entities external to GARDP, whose activities are connected to GARDP activities, there is the potential for the creation of a conflict of interest.

GARDP has always been committed to the highest possible standards of openness, honesty and accountability, and is determined to maintain a culture of transparency. Based on the same standards, GARDP Members shall also declare COI to third parties when interacting with them on behalf of GARDP.

II – Scope and definitions

- **"GARDP members"**, shall mean: any member of the Board of Director, regional governing bodies, consultative bodies set upon GARDP By-laws (e.g. Scientific Advisory Committee, Audit Committee, etc.), the Management team, and all GARDP staff members as well as close consultants.
- **"Associated Person"** shall mean, in relation to a GARDP member: immediate family members and emotional ties (spouse, parents, children, siblings, mother-, father-, brothers- and sisters-in-law and anyone who shares his/her home...)
- **"Covered Individual"** shall mean any GARDP member and Associated person.
- **"Conflict of Interest"** (or "COI") refers to situations in which an interest or activity may compromise, or have the appearance of compromising, an individual's professional judgment in performing actions in the best interest of GARDP.
A COI arises when:
 - the Covered Individual has a Financial Interest in relation to an entity with which GARDP has negotiated or is negotiating a contract or other arrangement, or which could benefit or be adversely affected as a direct result of GARDP's action on a particular matter;
 - any other interest, personal or professional, could directly and significantly affect the activity performed by the Covered Individual.
- **"Financial Interest"** consists of one or more of the following interests of the Covered Individual, that reasonably appear to be related to his/her responsibilities:
 - salary or other payments for services (e.g. consulting fees or honoraria) received from external entities;

- equity interests (e.g. stocks, stock options or other ownership interests) in external entities;
- intellectual property rights and interests (e.g. patents, copyrights, royalties);
- Any sponsored travel.

as further characterized in the Interest Disclosure Form.

The term does not include:

- Income from investment vehicles, such as mutual funds and retirement accounts (as long as the Covered Individual does not directly control the investment decisions made in these vehicles);
- Sponsored travel from government, academic institution, medical center or a research institute affiliated with an academic institution.

III – Procedure

Where facts known to a person reasonably suggest an actual, potential or apparent conflict of interest, the GARDP Member is expected to disclose the situation in good faith consistent with the spirit and objectives of this Policy.

III – 1 Disclosure

Interest Disclosure Forms shall be completed for all GARDP Member at the following time:

- when this Policy will be implemented
- upon the initiation of the relationship with GARDP;
- annually, to confirm or update the previous Interest Disclosure Form;
- on an ad-hoc basis (as soon as becoming aware of any actual, potential or apparent COI, or upon explicit request);

III – 1/a Implementation of the Policy

This Policy prevails on existing initiatives and provisions relating to conflict of interest across GARDP.

Interest Disclosure Forms shall be completed for all GARDP Members within six months after Board approval of the Policy in accordance with the procedure described below.

III – 1/b Initiation of the relationship with GARDP

At the start of relationship with GARDP (ie new contract for employee or consultant, official designation as member of a committee), each GARDP Member shall complete and submit Interest Disclosure Form that lists his/her known COI:

- Committee membership (Board, SAC, Audit committee, ad-hoc committee) to the Chair of the relevant committee; Chairs should report to the Secretary when the position exists, or to an official member of the relevant committee and a director of the Management team
- Staff and close consultants to the Human Resources department.

GARDP Members with no COI to disclose should also complete the Interest Disclosure Form and indicate the absence of COI.

III – 1/c Renewal of Declarations

On a yearly basis, all staff and close consultants will be requested to confirm and/or update the previous Interest Disclosure Form to the HR department.

For committee members, at the beginning of each meeting, as a standing agenda item, the Chair will remind attendees to comply with the Policy. At the renewal of the mandate, a member will confirm and/or update his/her previous Interest Disclosure Form.

III – 1/d Ad-hoc Declaration

As soon as becoming aware of any actual, potential or apparent COI, or upon explicit request, a GARDP Member must declare the COI:

- For the staff, to its line management and/or the Operations Director,
- For the committee members, to the Chair of the committee and/or the Director/Head in charge of the committee.

If such situation occurs in the course of a meeting or in an unexpected manner that do not enable the GARDP Member to fill the Interest Disclosure Form, he/she has to disclose verbally the situation.

The GARDP Member involved in the COI may acknowledge the situation and recuse him/herself without going through the process of the review.

III – 2 Review

The Interest Disclosure Form will be reviewed by a COI Review Committee. It will be composed by a minimum of two persons, as followed:

- For the staff's or close consultants' declarations: minimum two Directors (one from the line management, and one from the Internal Operations department);
- For the committee members' declarations: at least the Chair of the committee and a Director of the Management team. For the Chair: the Secretary when the position exists, or an official member of the relevant committee and a director of the Management team.

The COI Review Committee will determine whether a COI actually or potentially exists or appears to exist. The COI Review Committee may invite any other relevant person (e.g. legal counsel, procurement officer, project manager, etc.) for advice.

As a good practice, specific leaders will be part of this COI Review Committee when the type of interest falls into their field/scope of intervention. In particular:

- Finance leadership, when the COI implies financial considerations;
- R&D leadership, when the interest is linked to R&D;
- Regional leadership, when the interest is linked to their region;
- HR leadership, when the interest is linked to human resources;
- etc.

Furthermore, the COI will be assessed and managed in conformity with any applicable law and relevant funder's or partner's requirements.

III – 3 Measures

After review, the COI Review Committee will specify the actions to be taken to manage the conflict(s). Such actions may include, without limitation:

- a. Abstention to participate in the debate (e.g. leaving the room, call...)
- b. Abstention to participate in the decision-making process
- c. Severance of relationship that creates the conflict;
- d. Public disclosure of the COI (e.g. when presenting or publishing the research);
- e. Disclosure of the COI to stakeholders (e.g. partners, staff, committee members, etc.);
- f. Appointment of an independent monitor capable of taking measures to protect the design, conduct and reporting of the research against bias resulting from the COI;
- g. Change of personnel or personnel responsibilities, or disqualification of personnel from participation in all or a portion of the project affected by the COI;
- h. Modification of the research/purchase/funding/partnership plan;
- i. Any other measure required by GARDP funders or partners.

If appropriate, the COI Review Committee may determine that additional interim measures are necessary between the date of disclosure and the completion of review.

In a case of a **verbal disclosure** (i.e. in meeting situation), the Chair of the meeting will take appropriate measures (in particular a. and b. listed above). It is recommended that he/she consults a committee member to make the decision. Such decision will be reported in the minutes of the meeting.

The COI Review Committee will give an opportunity to the GARDP member to be involved in the determination of a COI and of appropriate corrective actions, if any. However, final decision will be made by the COI Review Committee.

Decision made under this Policy by the COI Review Committee, shall be communicated to the GARDP Member in the form of a written statement that sets forth the basis for the decision.

In the event GARDP identifies a COI that was **not disclosed** timely by the GARDP Member, the COI Review Committee will complete a retrospective review of the activities of the Covered Individual to determine whether the activities, conducted during the time period of the non-compliance, was biased. Corrective action may be taken, as well as any disciplinary measures pursuant to HR Policy or relevant committee rules.

III – 4 Miscellaneous

Confidentiality & Disclosure - Except to the extent required by law, the information disclosed will be kept confidential and will be shared only with those who have a need to know under this Policy. The GARDP Member should know, however, that GARDP may be required to report the existence of a COI to funders, partners or any other third parties pursuant to applicable law, regulations, guidelines or policies.

Implementation - Regular trainings and discussions with teams will also be organized to raise awareness around COI stakes for GARDP.

Archiving: For staff, the HR department will maintain records relating to this Policy (e.g. initial/annual Interest Declaration Forms, specific COI documentation and related measures...), for 10 years from disclosure. For committee members, the administrative support of the committee will maintain the records (e.g. Executive & Board assistant for Board matters, R&D assistant for SAC, Finance Director for Audit Committee).

III – 5 Gifts and services

As a general principle, GARDP discourages the exchange of gifts. GARDP Members and Associated Person may not receive or offer any gift or anything else of significant value (e.g. services) for the purpose of influencing directly or indirectly, the action of GARDP or of the recipient.

Gifts received from vendors, suppliers, consultants and partners must be declined or given to GARDP or shared with GARDP generally, and if acknowledgement is appropriate, acknowledged on behalf of GARDP. This Policy is not intended to prohibit normal business practices, such as meetings over meals, corporate items given to participants in meetings and conferences, or token hosting gifts, as long as they are of nominal and reasonable value (less than EUR 50) and promote GARDP's legitimate business interests.

The exchange of gifts should also consider local custom and be in line with applicable laws and regulations. If a GARDP Member believes there is an appropriate reason to make an exemption to this Policy for a specific situation, he/she should declare to his/her line management Director or Chair of the committee (and for Chairs/Executive director, to another Committee member as described above).

[IV – Exhibit – Interest Disclosure Form](#)

INTEREST DISCLOSURE FORM

1/ PERSONAL INFORMATION

Family Name, First Name : _____ Title or position : _____

Legal Entity : _____

As: Board of Directors SAC Other committee: _____
 Employee Consultant Expert

2/ EMPLOYMENT AND/OR CONSULTING

Have you or any Associated Person, within the past year, received a remuneration exceeding EUR 5'000 from as external entity with an interest related to the subject matter of your work at GARDP ? Please also disclose any current negotiation for future work.

2 a - Employment YES / NO

2 b - Consulting YES / NO

3/ RESEARCH SUPPORT

Have you or any Associated Person, within the past year, received support from an external entity or with an interest related to the subject matter of your work at GARDP ? Please also disclose any current negotiation for future work.

3 a - Research support, including grants, collaborations, sponsorships, other funding: YES / NO

3 b - Non-monetary support valued at more than EUR 500 overall within the past year YES / NO
(including equipment, facilities, paid travels, etc.)

4/ INVESTMENT INTERESTS

Do you, or any Associated Person, have current investments (valued at more than EUR 5'000*) in a commercial entity with an interest related to the subject matter of your work at GARDP ? Please also include indirect investments through trust or holding companies, and exclude mutual funds or pension funds or similar structures that are broadly diversified.

4 a – Stock, bonds, stock options, other securities YES NO

4 b – Commercial business interests (e.g. JV, partnerships) YES NO

** value of the stock in non-publicly traded entities at the last sale price recognized by the entity (not at the share price originally paid by the Covered Individual)*

5/ INTELLECTUAL PROPERTY

Do you, or any Associated Person, have any current intellectual property rights that might be enhanced or diminished by the outcome of your work at GARDP

5 a – Patents, trademarks or copyrights YES NO

5 b – Property know-how in a substance, technology or process YES NO

6/ SPONSORED TRAVEL

Has an external entity with an interest related to the subject matter of your work at GARDP paid you or any Associated Person, within the past year, any travels? YES NO

Please indicate purpose of the trip, the destination, the duration and (if available) monetary value

7/ ADDITIONAL INFORMATION

- 7a Do you or an Associated Person hold an office or other position, paid or unpaid, where you may be expected to represent interests or defend a position related to the subject matter of your work at GARDP? YES NO
- 7b If not already disclosed above, do you or an Associated Person work for the competitor of a product which is the subject of the meeting or work, or will your participation in the meeting, event or work enable you to obtain access to a competitor’s confidential proprietary information, or create for you a personal, professional financial or business competitive advantage? YES NO
- 7c To your knowledge, would the outcome of the meeting, event or work benefit or adversely affect interests of Associated Persons? YES NO
- 7d Is there any other aspect of your background or present circumstances not addressed above that might be perceived as affecting your objectivity or independence? YES NO

If you have responded “YES” to any of the questions above, please provide the additional information requested below (use additional sheets of paper if necessary). If you do not describe the nature of the interest, it will be assumed to be significant.

Question No.	Type of interest & short descriptive details	Associated Person (Person involved & entity involved)	Current interest (Y/N), if not, year ceased

8/ DECLARATION

I hereby declare to have read the GARDP Conflict of Interest Policy and that the disclosed information is true and complete to the best of my knowledge.

Should there, at any time during my participation in GARDP, be any change to the above information, I will promptly notify the responsible person of GARDP and complete a new declaration of interests which describes the changes.

I hereby agree to be bound by the terms of GARDP “Conflict of Interest Policy”.

Signature: _____

Date: _____