



Conflict or Duality of Interest Policy For Directors, Officers, and Advisory Board Members

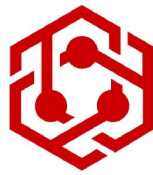
The Clinics IV Life Non-profit Corporation (“Corporation”) recognizes that directors, officers, and committee members have diverse professional and financial interests. Because of these interests, the board of directors has adopted a policy whereby all directors, officers, and advisory board members, (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 the Corporation. 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 (hereinafter collectively referred to as “Organizations”) whose products, services, or businesses are related to the goals of the Corporation.

Disclosures

The Corporation understands that certain relationships could lead to actual, perceived, or apparent conflicts or dualities of interest. The board of directors has determined that the following relationships between Members and Organizations should be disclosed to the Corporation. Involvement with an Organization in the following circumstances extends to the Member’s spouses/partners and dependents, and covers any involvement during the past 12 months, whether or not still current. The relationships are as follows:

- Consulting fees/honoraria including honoraria from a third party, gifts or in-kind compensation for consulting, lecturing, travel, scientific advisory board service, legal testimony or consultation, or other purpose.
- Speaker’s bureau
- Equity interests/stock options (or entitlement to the same), including a non-publicly traded company.
- Equity interests (or entitlement to the same) in a publicly traded and financially related company.
- Royalty income or the right to receive future royalties.
- Non-royalty payments or entitlements to payments in connection with the activity that are not directly related to the reasonable costs of that activity.



- Officer, trustee, director, or any other fiduciary role, whether or not remuneration is received for service.
- Ownership/partnership/principal excluding mutual diversified funds.
- Research grants from a financially interested company.
- Fellowship support
- Salary or position funding (partial or full) or “in-kind” support of program.
- Intellectual property rights including patent or other intellectual property in a for profit corporation.
- Other financial benefit (please specify)

If you are aware of any other relationship with an organization that might be perceived by others as potentially influencing your objectivity in any Corporation matters in which you are involved, please disclose such relationship pursuant to the procedures described below.

Procedures and Annual Disclosure Form

Members are required to file a signed Disclosure Form not less than annually and on such other occasions as requested by the Executive Committee or the board of directors. Disclosure Forms must also be completed and signed at the time of appointment to the board of directors or any committee. Members have a continuing obligation to disclose any potential conflict or duality of interest with respect to any transaction that affects or may affect the Corporation.

In other words, notwithstanding the submission of the attached Disclosure Form, Members must reveal any potential conflict or duality of interest that arises after the submission of this form. Each subsequent disclosure must describe the nature of the real, perceived, or potential conflict or duality of interest and all facts known relating to the subject matter.



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The attached form will be reviewed by the board of directors to determine whether any disclosures constitute a conflict or duality of interest. The board of directors shall have the right to inquire further with regard to your disclosure and, in the event, it determines there to be a conflict or duality or appearance of a conflict or duality of interest, or in the event of a failure to provide requested information or otherwise to cooperate with it, shall make a determination as to your continuing role and participation as an officer, member of the board of directors, or member of a committee of the Corporation.

The existence of a relationship as defined above does not necessarily imply ineligibility to serve, but rather that participation in some matters may be modified or avoided or, in appropriate circumstances, discontinued. The board of directors shall have the authority, as it deems appropriate, to make the final decision as to your continuing role and participation in the Corporation. The responsibility for identifying a potential conflict resulting from a relationship with an organization in any given situation rests with the Member.

If you have any questions as to whether or not there is a conflict, whether actual, potential, or perceived, you should first address the matter with the Chair of the Board. When your work with the Corporation involves a matter relating to an organization with which you have a relationship, you should excuse yourself from the meeting for the duration of the discussion, and you will be informed when the discussion has terminated. Your departure will be noted in the minutes of the meeting.

Disclosure Form

Disclosure Form: Please complete the attached form and return it to the Chair of the Board or the Secretary of the Board. If you do not have a relationship with an organization as defined in this policy, please read and check the appropriate box on the Disclosure Form. If you have a relationship with an organization as defined above, please read and check the appropriate box on the Disclosure Form, and describe the potential conflict.



Conflict or Duality of Interest and Disclosure Form

For Directors, Officers, and Advisory Board Members

Please provide all information requested, sign, date, and return by email to: _____

I, _____, have read the policy on conflict or duality of interest and feel that:

(1) I do not have any relevant relationships to disclose; or (2) I have a relevant relationship as described below, such that my participation in the Corporation could represent or be perceived to represent a conflict or duality of interest.

I therefore:

- Have no relationships to disclose
- Have a relationship with an Organization, which I have disclosed on the attached page (check all that apply for each Organization listed, and for Category #7, please identify position held/fiduciary role)

It is my understanding that this information will be retained in the files of the Corporation and will be available for review by members, prospective members, and others who inquire. I further understand that this information may be shared with the Corporation's legal counsel.

I acknowledge that it is my responsibility to ensure that my disclosure information is current and complete and to update my disclosure records throughout the year if my relevant relationships change.

Signature: _____ Date: _____

Title: _____



Disclosure Form

Please note that in disclosing any of the following financial or commercial interests or other organizational relationships, you are to include:

- Yourself, spouse/partner, and dependents
- Any relationships during the past 12 months, whether or not they are still in existence.
- Any relationships with for-profit companies, non-profit organizations, and/or governmental agencies that might be perceived by others as potentially influencing your objectivity in any Corporation activities in which you participate.

Relationships to Be Disclosed

Category	Description
1	Consulting fees/honoraria including honoraria from a third party, gifts or in-kind compensation for consulting, lecturing, travel, scientific advisory board service, legal testimony or consultation, or other purpose.
2	Speaker's bureau
3	Equity interests/stock options (or entitlement to the same), including a non-publicly traded company.
4	Equity interests (or entitlement to the same) in a publicly traded and financially related company.
5	Royalty income or the right to receive future royalties.
6	Non-royalty payments or entitlements to payments in connection with the activity that are not directly related to the reasonable costs of that activity.
7	Officer, trustee, director, or any other fiduciary role , whether or not remuneration is received for service.
8	Ownership/partnership/principal excluding mutual diversified funds.
9	Research grants from a financially interested company.
10	Fellowship support
11	Salary or position funding (partial or full) or "in-kind" support of program.
12	Intellectual property rights including patent or other intellectual property in a for-profit corporation
13	Other financial benefit (please specify):
14	Other (please specify)



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Administration

Category (see chart)	Name of Organization	None	Modest <\$10,000	Significant >\$10,000
1,3	GSK (Example)		x	
7	ABC Company – Director (Example)	x		

Important: If you have multiple “modest” relationships with a single organization which, when cumulated, total more than \$10,000, please include under “significant” in the last column above.

Please refer to **Article IX. – “Conflict of Interest and Compensation”** of the Clinics IV Life bylaws for additional definitions and procedural information on conflicts of interest and compensation.