

Mission Sun Conflict of Interest Policy for Investigators

Revision 00

Effective 2/21/2023

This policy is intended to comply with the DOE financial assistance letter FAL 2022-02 and 2 CFR 200.112.

This policy, as approved by Mission Sun, defines the responsibilities and procedures required to mitigate personal and organizational Conflicts of Interest, Conflicts of Commitment, and undue Foreign Influence at the Mission Sun.

All Covered Persons (Employees, Board Members, Contractors) who are Investigators to any non SBIR phase I federal government programs are expected to comply with this Policy and any procedures pursuant to or in furtherance of this Policy.

Personnel committee:

Russel Marvin, President

Matthew Honickman, Chief Engineer

For review of the individuals on the Personnel committee the individual being reviewed will recuse him/herself.

POLICY

This Policy requires that all Covered Persons, upon employment or contract with the University and at least annually,

- A. Disclose their outside interests and indicate whether they receive other support from any non-company entity for research activities regardless of whether it is related to the Company's research activities, and
- B. Disclose their Foreign Affiliations, Foreign Income, monetary and non-monetary Foreign Support for research activities, and whether they have participated in any Outside Research Activities with a Foreign Source.

The Glossary defines terms utilized throughout this policy.

PROCEDURES

Disclosures

Covered Persons will disclose to the personnel group:

- Their financial interests in and activities with external entities related to their company responsibilities or with entities that do or propose to do business with the company.
- The financial interests of their spouse and dependent children that are related to the Covered Person's company responsibilities or with entities that do or propose to do business with the company.
- Update for new interests within 30 calendar days of acquisition.

Review of Disclosures

Company committee as defined below will review disclosed interests and their level of significance to determine whether an actual or potential personal Conflict of Interest (COI), Institutional Conflict of Interest (ICOI), Conflict of Commitment (CoC) or Foreign Influence (FI) exists, and to determine what conditions or restrictions should be imposed by the company to manage or eliminate such conflicts and influence.

- The company committee will be the Personnel Committee and be designated by senior management and is responsible for reviewing any situation in which the financial or fiduciary interests of the company or the personal financial or fiduciary interests of any covered person either affects or to reasonably appear to affect the company's activities.

Management of disclosures

When the company determines that a COI, ICOI, CoC or FI exists, the company may, in its sole discretion, manage the Covered Person's interests and activities, or implement other measures the company deems reasonably necessary to mitigate the conflicts or influence.

Business Relationships Including Fiduciary Duties

When a Covered Person or their Family Member has a Financial Interest in an entity, the Covered Person may not review, approve, or administratively control contracts or business relationships between the company and that entity more than has already been disclosed in an annual disclosure form.

Examples of additional conditions or restrictions that might be imposed to manage or eliminate the introduction of bias or undue influence include, but are not limited to:

- Public disclosure;
- Monitoring of company Responsibilities by independent reviewers;
- Modification of company Responsibilities;
- Disqualification from participation in specific portion(s) of the company Responsibilities;
- Divestiture or reduction of an interest or foreign support; or
- Severance of relationships that create actual or potential conflicts.

The Covered Person will affirm in writing that they agree to comply with the condition(s) and/or restriction(s) imposed by the company within the management plan. Management plans will be available to all relevant individuals, management teams, and other units as required by the conditions of the plan. A Covered Person's compliance with the management plan is subject to monitoring and review by company compliance offices.

Appeals

If a Covered Person does not agree with the decision of the company's Personnel Committee, the Covered Person may appeal the decision to the company President within 15 calendar days of the decision.

Record Retention

Records of financial interests, significant financial interests, determinations of the company's reviews, appeals and compliance documents, and documents regarding all actions taken to resolve Conflicts of

Interest, Conflicts of Commitment and Foreign Influence will be maintained by the company according to the company's retention schedule.

Compliance with Federal Regulations

Any regulations promulgated by a U.S. governmental agency on conflict of interests will be incorporated by reference in this Policy.

Travel Event Details

Covered Persons who are funded by the DOE, or funded by entities whose policies require that the company abide by this regulation in order to accept their funding, must also disclose additional details about the occurrence of any reimbursed travel or sponsored travel (i.e., that which is paid on behalf of the Investigator and not reimbursed to the Investigator so that the exact monetary value may not be readily available), related to their company Responsibilities.

The additional details of these disclosures include:

- The purpose of the trip;
- The identity of the sponsor/organizer;
- The monetary value;
- The destination; and
- The duration.

This disclosure requirement does not apply to travel that is reimbursed or sponsored by a U.S. Federal, state, or local government agency, a U.S. Institution of higher education as defined at 20 USC 1001(a), a U.S. academic teaching hospital, a U.S. medical center, or a research institute that is affiliated with a U.S. institution of higher education.

During the pendency or the term of an award or contract, Covered Persons who receive funding from the DOE are required to update disclosures regarding reimbursed or sponsored travel within 30 calendar days of the occurrence of the travel.

4. Sub-awardees, Sub-contractor, and Consultant Disclosures

Sub-awardees, sub-contractors, and consultants on DOE, NSF or PHS-sponsored awards, contracts, or cooperative agreements are required to comply with all aspects of the DOE, NSF or PHS FCOI regulations (as applicable). In instances that the sub-awardee, sub-contractor, or consultant's organization does not have a federally compliant COI program, the University may approve them to comply with the company's COI policies and procedures. Lack of approval by the company or failure to comply with this Policy or adhere to a COI Committee management plan may result in termination of participation in the associated project.

The company (as an awardee entity) takes reasonable steps to ensure that any subrecipient Investigator complies with the DOE, NSF or PHS conflict of interest policy by written agreement with the subrecipient with terms that establish whether the COI policy of the University or that of the subrecipient will apply to the subrecipient's Investigators.

Retrospective Review for DOE- and PHS-funded scholarly activities

Whenever an interest related to sponsored research activities is not identified or managed in a timely manner, including failure by the Investigator to disclose a Financial or Obligatory Interest, or failure by the company to review or manage an interest, the company has sixty (60) calendar days of identification of the interest to determine if the disclosure constitutes a COI.

If determined to be an FCOI related to DOE or PHS funding, or upon learning that a Investigator failed to comply with a prior FCOI management plan for DOE- and PHS-funded scholarly activities, the company shall complete a retrospective review of the Investigator's activities within one hundred and twenty (120) calendar days of the discovery of nondisclosure/ determination of noncompliance in order to determine whether the research activities, or any portion thereof, conducted during the time period of noncompliance, was biased in design, conduct, or reporting.

Public Access

The company will maintain a website to ensure public access to this Policy and information concerning any significant financial interest disclosed to the company that meets the following three criteria:

- A. The significant financial interest was disclosed and is still held by the senior/key personnel as defined by this policy;
- B. The company determines that the significant financial interest is related to research activities funded under DOE- and PHS-funded grants, contracts, or cooperative agreements; and
- C. The company determines that the significant financial interest is an FCOI.

No reporting is necessary for working for or getting paid by a related entity to the company. A related entity includes organizations that have ownership in the company or that have substantially common management/board members. Overreporting in borderline cases is encouraged.

GLOSSARY

A Conflict of Interest ("COI") is any circumstance in which a Covered Person's personal, professional, financial, or other interests may potentially or actually cause them to diverge from, or may be reasonably perceived as potentially or actually diverging from, unbiased and objective fulfillment of their obligations to the company.

Conflict of Commitment means a situation where a Covered Person engages in internal or external activities, either paid or unpaid, that interfere with their obligations and commitments to the company. Covered Persons should evaluate and arrange their interests in order to avoid compromising their ability to carry out their obligations to the company, and most Conflicts of Commitment should generally be avoided or resolved through the exercise of personal judgment or discretion. Notwithstanding the above, this Policy prohibits a Covered Person from participation in a foreign talent program or similar-type programs, both paid and unpaid.

Contractor means an entity providing property or services under contract for the direct benefit or use of an awarding component.

Covered Person means those individuals subject to the disclosure and other requirements specified in this Policy

Family or Family Member for purposes of disclosure within this Policy means the spouse and dependent child of a Covered Person.

FCOI Report means the company's report of a financial conflict of interest to a funding component.

Fiduciary Responsibility means a Covered Person who is an executive officer of or has a legal interest to act in the best interest of an entity or individual.

Financial Interest means anything of monetary value, whether or not the quantitative value is readily ascertainable:

A. With regard to any publicly traded entity, a financial interest exists if the value of any remuneration received from the entity in the twelve (12) months preceding the disclosure or the value of any equity interest in the entity as of the date of disclosure exceeds \$600. 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, travel). For purposes of this definition, 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 financial interest exists if the value of any remuneration received from the entity in the twelve (12) months preceding the disclosure exceeds \$600, or when the Covered Person (or the Covered Person's spouse or dependent children) holds any equity interest in the entity (e.g., stock, stock options (vested or unvested), or other ownership interest); or

C. With regard to Intellectual property (I.P.) rights and interests (e.g., patents, copyrights), a financial interest is considered to be present as soon as protection is sought (e.g., filing an invention disclosure, patent application, etc.).

The term "financial interest" does not include the following types of interests: salary, or other remuneration paid by the company to the Covered Person if the Covered Person is currently employed or otherwise appointed by the company; income from investment vehicles, such as mutual funds and retirement accounts, as long as the Covered Person does not directly control the investment decisions made in these vehicles; and income from seminars, lectures, service on advisory committees or review panels for, or sponsored by a United States Federal, state, or local government agency, an Institution of higher education as defined at 20 USC 1001(a), or a research institute that is affiliated with an Institution of higher education.

Financial Conflict of Interest ("FCOI") means a financial interest that could directly and substantially affect, or be affected by, the Covered Person's professional obligations to the company, including the design, conduct, or reporting of research activities.

Financial Support (regardless of amount) means direct or indirect support for a student, postdoc for other visiting scholar to enroll in, train, conduct research activities, or to otherwise visit the company

Foreign Affiliation means a professional affiliation with a Foreign Source. "Professional affiliations" include, but are not limited to, extra-institutional titles and affiliations, activities, relationships, professional or academic appointments (paid or unpaid), regardless of the effort (full-time, part-time, or voluntary), including but not limited to, a foreign institution of higher education, a foreign public or private entity, the government of another country, or a foreign talent programs (e.g., Thousand Talents Program, National High-End Foreign Expert Recruitment Plan, Yangtze River Scholars).

Foreign Income includes, but is not limited to, income received for any publication, presentation or speaking engagement (such as a conference, symposium or presentation). "Income" also includes, but is not limited to, income that is unrelated to company responsibilities, as well as income for events that took place within the U.S.

Foreign Influence is any circumstance involving a Financial or Obligatory Interest in or with a non-US entity; monetary or non-monetary foreign support for scholarly activities, or any form of Financial Support (as defined above) received from a non-US entity that could influence the activities of a Covered Person at the company.

Governmental Agency means any U.S. government agency that has promulgated regulations or policies requiring a Covered Person's financial disclosure or requiring that an institution maintain conflict of interest policies.

A company Conflict of Interest is any situation in which the financial or fiduciary interests of the company or the personal financial or fiduciary interests of a Covered Person, either affect or to reasonably appear to affect the company's mission, or design, conduct, reporting, review, or oversight of research activities.

Innovations means patentable or un-patentable inventions, discoveries, processes, compositions, research tools, data, ideas, databases, know-how, copyrightable works, and tangible property, including biological organisms, engineering prototypes, drawings, and software created, conceived, or made by Covered Persons within their normal duties (including clinical duties), course of studies, field of research or scholarly expertise or making more than incidental use of company's resources.

Intellectual Property (I.P.) means patent applications and patents, copyright registrations and renewals, trade secrets and trademarks.

Investigator means a Covered Person who is the project director (PD), principal investigator(s) (PIs), co-investigators, and any other person substantively contributing to the design, conduct, or reporting of

- A. sponsored research activities (funded under external grants, contracts, or cooperative agreements)
- B. unsponsored research activities,

"Investigator" is used for the purpose of this policy to collectively indicate individuals whose role could be described as that of an educator, researcher, or investigator. Where questions exist concerning whether an individual qualifies as an investigator, the decision will be made by the company.

Manage means taking action to address a Conflict of Interest, Conflict of Commitment, or Foreign Influence.

Obligatory Interest means a relationship (regardless of compensation) that involves a responsibility or commitment to an entity, including but not limited to, being a founding member of that entity, or holding scientific advisory or governing board membership.

Obligatory Conflict of Interest means a responsibility or commitment that could directly and substantially affect, or be affected by, a Covered Person's obligations to the company, such as, but not limited to, the design, conduct, or reporting of research activities.

Organizational Conflict of Interest means a relationship between the company and an external entity compromises the integrity of institutional decision-making. Due to relationships with a parent company, affiliate, or subsidiary organization, the company may be unable or appear to be unable to be impartial in conducting a procurement action involving a related organization.

Outside scholarly activities mean any non-company research activities. Examples include, but are not limited to, consulting on a research study; serving as a Principal Investigator or investigator for another institution; and teaching and/or mentoring graduate students at an entity, irrespective of whether the research activities took place inside or outside of the United States but does not include guest speaker engagements or collaborations that are included in the proposal of a funded sponsored award managed through the company.

Research Activities embrace inquiry, research, and creative professional performance, create and/or advance existing knowledge, and broaden the intellectual advancement in areas related to a Covered Person's discipline and the company. Incorporating a Covered Person's Institutional Responsibilities, examples include, but are not limited to teaching, performing research, conducting clinical studies, participation in company service and administration, shaping public policy, editing journals, consulting, and writing or performing.

Senior/key personnel means the Project Director/Principal Investigator and any other person identified as senior/key personnel in a grant application, progress report, or any other report submitted to a funding or government agency by the University.

Significant Financial Interest means:

1. A financial interest consisting of one or more of the following interests of the Covered Person (and those of the Covered Person's spouse and dependent children) that reasonably appears to be related (associated with a common idea or practice) to the Covered Person's company 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 (12) 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 or more than 5% ownership interest in a single entity. 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, travel). For purposes of this definition 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 (12) months preceding the disclosure, when aggregated, exceeds \$5,000, or when the Covered Person (or the Covered Person's spouse or dependent children) holds any equity interest in the entity (e.g., stock, stock option, or other ownership interest); or

C. Innovations and Intellectual Property rights (including but not limited to patents and copyrights), become significant financial interests when an individual receives an aggregated income of \$5,000 or more from one entity for said rights and interests.

The term significant financial interest does not include the following types of interests: salary, travel, or other remuneration paid by the company to the Covered Person if the Covered Person is currently employed or otherwise appointed by the company; income from investment vehicles, such as mutual funds and retirement accounts, as long as the Covered Person does not directly control the investment decisions made in these vehicles; and income from seminars, lectures, service on advisory committees or review panels for or sponsored by a United States Federal, state, or local government agency, a U.S. institution of higher education as defined at 20 USC 1001(a), a U.S. academic teaching hospital, a U.S. medical center, or a U.S. research institute that is affiliated with a U.S. institution of higher education; or working with/for a related entity to the company.

For DOE, PHS and PHS-like-funded Covered Persons this also includes any reimbursed or sponsored travel (i.e., that which is paid on behalf of the Covered Person and not reimbursed to the Covered Person so that the exact monetary value may not be readily available), related to a Covered Person's company Responsibilities that the company designees determines constitutes a financial conflict of interest with the Covered Person's scholarly activities.

Annual Financial Disclosure Statement:

Name: _____

Date: _____

Areas of real or potential conflicts of interest:

I understand that this Disclosure is required to obtain funding from the U.S. Government. I, [Full Name and Title], certify to the best of my knowledge and belief that the information contained in this Disclosure Statement is true, complete, and accurate. I understand that any false, fictitious, or fraudulent information, misrepresentations, half-truths, or omissions of any material fact, may subject me to criminal, civil or administrative penalties for fraud, false statements, false claims, or otherwise. (18 U.S.C. §§ 1001 and 287, and 31 U.S.C. 3729-3730 and 3801-3812). I further understand and agree that (1) the statements and representations made herein are material to U.S. Government's funding decision, and (2) I have a responsibility to update the disclosures during the period of performance of the award should circumstances change which impact the responses provided above.

Signed: _____

Reviewed Date: _____

Status (accept/reject): _____