

	Conflict of Interest Policy	Code: POL-LEG-4
		Version: 04
		Last version date: 06/11/2024

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1. INTRODUCTION

This document sets forth the principles, policies and measures applicable at the FUNDACIÓ INSTITUT DE RECERCA BIOMÈDICA (IRB BARCELONA), hereinafter referred to as “**IRB Barcelona**” with regard to Conflict of Interest.

Increasing demands are placed on research institutes to collaborate with enterprises as a way of generating additional funding to support their research. In this context, IRB Barcelona members are placed in situations where potential conflicts may arise between their personal and professional interests and the interests of IRB Barcelona.

The involvement of IRB Barcelona members in these activities may give rise to Conflict of Interest, whether potential or existing, which require IRB Barcelona to act and take action in defence of their interests.

All IRB Barcelona members are required to recognise and disclose their involvement in activities that give or might give rise to Conflict of Interest or the perception of a conflict, and to ensure that such Conflict of Interest is properly managed or avoided.

When Conflict of Interest is properly managed, the activities which could potentially give rise to such conflicts can normally continue whilst at the same time the IRB Barcelona member’s obligations are met and fulfilled, protecting the integrity and reputation of IRB Barcelona and its members.

Considering all the foregoing, it is IRB Barcelona’s policy to encourage and foster external activities whilst ensuring that when Conflict of Interest arises it is acknowledged and disclosed, and when necessary, properly addressed and managed.

2. SCOPE

- 2.1. IRB Barcelona has established the current policy and related procedures to identify, deal with, manage and solve the potential Conflict of Interest that may arise.
- 2.2. This Conflict of Interest Policy is applicable to all IRB Barcelona members, including those involved in research and development activities and managing staff.
- 2.3. Every individual to whom this policy is applicable shall have an obligation to become familiar with and abide by the provisions of this policy.
- 2.4. Every individual to whom this policy is applicable shall have the obligation to recognise situations in which they have a Conflict of Interest, or might be reasonably seen by others to have a Conflict of Interest, and in such case, to disclose that situation to the appropriate person and to take such further steps as may be deemed necessary to manage the situation as set out in more detail hereunder.
- 2.5. IRB Barcelona members shall undertake all necessary measures to minimise and manage any potential Conflict of Interest.

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3. DEFINITIONS

- 3.1. **Code of Conduct:** means, as defined in IRB Barcelona Code of Conduct, a set of recommendations and commitments governing research activities and other endeavors with the aim of consolidating an environment conducive to quality research and to establish guidelines regarding the integrity of members of the IRB Barcelona community in their daily work.
- 3.2. **Conflict of Interest:** means any situation in which financial or other personal considerations have the potential to compromise a professional judgement and objectivity in the performance, development or execution of activities at IRB Barcelona, which shall include both the Financial and Non-financial Conflicts of Interest:
- 3.2.1. **Financial Conflict of Interest:** A financial conflict of interest, for the purposes of this Policy, is one where there is or appears to be opportunity for personal financial gain, financial gain to Family, or where it might be reasonable for another party to take the view that financial benefits might affect that person's actions. It shall be deemed that a Financial Conflict of Interest exists when an IRB Barcelona member is under any of the Relevant Financial Conflict of Interest detailed below.
- 3.2.2. **Relevant Financial Conflict of Interest:** means a Conflict of Interest held by an IRB Barcelona member (solely or in combination with his/her Family) that meets any of the following relevant criteria:
- i. The aggregate amount of remuneration received from a particular commercial entity (including a Spin-off) during the 12 months immediately preceding the disclosure exceeds the amount of EUR 5,000;
 - ii. The aggregate Equity Interests in a particular commercial entity (including a Spin-off) exceeds 5% of the issued capital equity and the entity's business reasonably appears to be related to any research activities undertaken by the IRB Barcelona member.
 - iii. The aggregate value of income related to intellectual property results and interests paid by an entity other than IRB Barcelona during the 12 months immediately preceding the disclosure exceeds the amount of EUR 5,000.
- 3.2.3. **Non-financial Conflict of Interest:** means any Conflict of Interest which arises, or can be perceived to arise, in the event that an IRB Barcelona member's individual and personal obligations or commitments are not in accordance with the obligations or commitments undertaken by such IRB Barcelona member with IRB Barcelona. Such Non-Financial Conflict of Interest may include any benefit or advantage, including but not limited to, direct or indirect enhancement of the individual career, education or gain of the IRB Barcelona member or his/her Family.
- 3.2.4. By way of example, a Conflict of Interest may arise when an IRB Barcelona member:
- i. Keeps any relation, either personally or through Family, with any organization sponsoring research at IRB Barcelona or providing goods or services to IRB Barcelona;
 - ii. Holds Equity Interest in a potential licensee, Spin-off or partner company;

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- iii. Has the option to be offered a long-term, exclusive or otherwise significant consulting arrangement with the potential licensee, Spin-off or partner company;
- iv. Holds a position as a member of the Advisory Board of the potential licensee, Spin-off or partner company;
- v. By any means receives an external remuneration from such potential licensee, Spin-off or partner company or ties compensation to the value of the potential licensee, Spin-off or partner company, its shares, or its profits;
- vi. Has an interest in an IRB Barcelona-promoted Spin-off;
- vii. Examples stated at the IRB Barcelona Recruitment and Selection Policy;

- 3.3. **Conflict of Interest Committee:** means the IRB Barcelona committee in charge of the study and monitoring of the Conflict of Interest disclosed by IRB Barcelona members. This committee shall be formed by the IRB Barcelona Directorate, the Head of INN, the Head of HR, one Group Leader and/or any other internal or external member that IRB Barcelona deems appropriate to appoint.
- 3.4. **Directorate:** means Director and Managing Director.
- 3.5. **Equity Interests:** means stock, stock options and any other existing ownership interest in a Related Entity.
- 3.6. **Family:** means an IRB Barcelona member's spouse or civil partner, his/her parents and children.
- 3.7. **HR:** means IRB Barcelona Human Resources Department.
- 3.8. **INN:** means IRB Barcelona Innovation Department.
- 3.9. **Related Entity:** means a domestic or foreign, public or private, for profit or non-profit organization in which an IRB Barcelona member holds, alone or in combination with his/her Family, a Relevant Financial Interest.
- 3.10. **Spin-off:** means a business enterprise promoted by an IRB Barcelona member and, given the case, promoted and/or incorporated by external staff, which bases its activity on the development and exploitation of Results obtained at IRB Barcelona. The applied research is the base of these companies, which importance radiates in the development of new technologies, the creation of employment of quality, the capacity to generate high added value in the financial activity and the contribution to the local development.

4. PRINCIPLES

- 4.1. This Conflict of Interest Policy is applicable jointly with the provisions of other internal policies of IRB Barcelona currently in force. Such internal policies include the Code of Conduct.
- 4.2. This Policy is also applicable without prejudice of the application of other mandatory rules set forth

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by law, including employment law and rules on safety in the workplace, or by contract, including employment and commercial contracts. Such policies and rules are an inherent part of the professional duties of all IRB Barcelona Members, who must be aware of, implement and comply with all such policies and rules.

- 4.3. The following guiding principles shall also be taken into consideration by IRB Barcelona members during their relationship with IRB Barcelona:
- 4.3.1. Investigator's primary responsibility is to support and advance IRB Barcelona's mission and objective, rather than to advance his or her personal interests.
 - 4.3.2. IRB Barcelona members shall not attempt to influence the activities of other IRB Barcelona members or Related Entities with the aim of enhancing the IRB Barcelona member's position or that of its Family.
 - 4.3.3. IRB Barcelona's results, resources or property rights shall not be used for personal benefit or for purposes other than for the development of an IRB Barcelona member's research activities within IRB Barcelona.
 - 4.3.4. IRB Barcelona members shall not accept gifts from organizations sponsoring research or providing goods or services to IRB Barcelona.
 - 4.3.5. IRB Barcelona members shall not negotiate with IRB Barcelona on behalf of a Related Entity, or negotiate on behalf of IRB Barcelona with a Related Entity.
 - 4.3.6. IRB Barcelona members shall not divert research opportunities obtained during or by virtue of their relationship with IRB Barcelona to a Related Entity unless regulated by an agreement.
- 4.4. These guidelines are intended as reminders of situations where conflicts may arise and suggestions on how to manage or avoid them.

5. PROCEDURE

The following procedure shall be followed by IRB Barcelona members and IRB Barcelona in the event of an actual or potential Conflict of Interest:

- 5.1. In some situations, IRB Barcelona members may find themselves in a position where there is an actual, potential or reasonable perceived by others Conflict of Interest, whether financial or non-financial. If such is the case, any such IRB Barcelona member shall declare it to the Head of HR. Any such disclosure shall indicate the type of potential Conflict of Interest, the nature of the activity, a description of the parties involved, and any other information is deemed necessary or appropriate for the evaluation of the situation.
- 5.2. After proper evaluation, Head of HR may find that the disclosed circumstance shows no conflict or apparent Conflict of Interest, and that the proposed or on-going situation is acceptable without further review. On the contrary, if the Head of HR determines that a given situation raises reasonable concerns, the specific case will be referred to the Conflict of Interest Committee, who

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shall pursue it with further inquiries and issue a written resolution stating whether the disclosed situation is acceptable or not, and if not, it will propose a line of action.

- 5.3. The Conflict of Interest Committee shall be entitled to establish any monitoring, review, reporting or any other mechanisms it deems appropriate to address a potential Conflict of Interest.
- 5.4. The Conflict of Interest Committee shall require the IRB Barcelona member involved in a Related Entity to submit a completed “Conflict Avoidance” statement in a form similar to the following standard example:

“...Because of the license (“the License”) granted by IRB Barcelona to [name of Spin-off company] (hereinafter “the Company”) and my involvement in such Company as [Researcher’s link to the Company], I acknowledge the potential for a possible Conflict of Interest between the performance of my research at IRB Barcelona and my personal interests and/or contractual or other obligations towards that Company. Therefore, I will not:

1. *Involve students of IRB Barcelona in research and development projects for the Company without the prior approval of IRB Barcelona Directorate, and if required, of the Committee for Research Integrity;*
2. *Take decisions or carry out actions or omissions that may restrict or delay the access of IRB Barcelona to relevant information, or that may provide a benefit to the Company, apart from those stipulated in the collaboration or similar agreement between IRB Barcelona and the Company;*
3. *Change, adversely affect, or modify the scope or direction of my research at IRB Barcelona, or that of other Researchers to the benefit of the Company, apart from those stipulated in the collaboration or similar agreement between IRB Barcelona and the Company.*

In addition, and in order to avoid the appearance of a conflict, I will attempt to, and adopt measures to, differentiate clearly between the intellectual direction of my research at IRB Barcelona and my contributions to the Company. To this end, I will report annually to the Director regarding the general nature of my activities on behalf of the Company and how those differ from my research at IRB Barcelona.

Finally, I understand that IRB Barcelona policies may require me to disclose my involvement in the Company in any publications or public statement that I make concerning research results related directly or indirectly to the License.”

6. DISCIPLINARY MEASURES

In the event that an IRB Barcelona member fails to comply with this Policy, the Directorate may suspend all relevant activities of such IRB Barcelona member and take disciplinary or other administrative actions as deemed convenient. The responsibility for initiating disciplinary actions shall reside with the Directorate of IRB Barcelona.

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Drawn up	Review	Approval
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<p>Cristina Horcajada Head of Innovation</p>	<p>Cristina Horcajada Head of Innovation</p>	<p>Francesc Posas Director</p>

Summary of Changes

Version	Date	Short description of amendment
1	10/12/2015	Approval by the Board of Trustees
2	24/10/2018	Revision of the document and no update needed. Double-check by legal advisors
3	03/03/2022	Section 5.4: the PhD Advisory Committee has been replaced by the Committee for Research Integrity. Other minor changes have been made, e.g. the definition of Code of Conduct
4	06/11/2024	Adaptation to the new format