

Sepsis Canada Conflict of Interest Policy

1. Purpose

Interactions between university researchers and the private sector are an essential feature of the Canadian Institute of Health Research (CIHR) funded programs. For the objectives of Sepsis Canada to be achieved, many kinds of interactions among the individuals participating in our network must occur. These interactions may lead to gains and benefits to the individuals participating in the network, and are desirable and natural outcomes of being involved in Sepsis Canada. Such interactions, however, may place individuals participating in Sepsis Canada in a position of potential, apparent or actual conflict of interest.

The responsibility for implementing and managing the Conflict-of-Interest Policy to ensure that Sepsis Canada operations and decisions are not biased by conflict of interest, is delegated to the Sepsis Canada International Senior Advisory Board (ISAB), which represents the highest authority in the management structure of Sepsis Canada.

The Conflict-of-Interest policy is intended to enable the Sepsis Canada ISAB and individuals to recognize and disclose situations that may be open to question and ensure that such situations are appropriately resolved.

2. Definitions

"Avoidance" means refraining from, or withdrawing from, participation in activities or situations that place an individual participating in Sepsis Canada in a potential, apparent or actual conflict of interest relative to their Sepsis Canada duties and responsibilities.

"Conflict of interest" means a situation where, to the detriment or potential detriment of Sepsis Canada, an individual participating in Sepsis Canada is, or may be, in a position to use research knowledge, authority or influence for personal or family gain (financial or other) or to benefit others.

"Disclosure" means the act of notifying in writing the Sepsis Canada International Senior Advisory Board, through Sepsis Canada's Managing Director, of any direct or indirect financial interests and positions of influence held by an individual participating in Sepsis Canada which could lead to a potential, apparent or actual conflict of interest.

"Divestment" means the sale at arm's length, or the placement in trust, of assets, where continued ownership or control by the individual participating in Sepsis Canada would constitute a potential, apparent or actual conflict of interest with the participant's Sepsis Canada duties and responsibilities.

"Financial interest" means an interest in a business in the same area as Sepsis Canada as described below in *article 4*.

"Position of influence" includes any position that entails responsibility for a material segment of the operation and/or management of a business in the same area as Sepsis Canada.

3. Disclosure

Upon joining Sepsis Canada, an individual (including staff, researchers, directors and committee members) is obliged to disclose in writing (using the attached Conflict of Interest Declaration Form) to Sepsis Canada's ISAB, through Sepsis Canada's Managing Director, any direct or indirect financial interests and positions of influence that could lead to a potential, apparent or actual conflict of interest. Examples include, but are not limited to, the following: founder, employee, or executive position; consultant or advisor; stock or ownership interest.

In addition, these submissions must be updated whenever the individual's circumstances change in a way that would necessitate a further disclosure. The individual also has the obligation to disclose any potential, apparent or actual conflict of interest when it arises during Sepsis Canada committee or Sepsis Canada board meetings so that the committee or board is aware of the situation and can take appropriate action.

4. Financial interest consists of:

Any material stock option (e.g., 1%) or similar ownership interest in such a business, but excluding any interest arising solely by reason of investment in such business by a mutual, pension, or other institutional investment fund over which the person does not exercise control; or receipt of, or the right and potential to receive, any income from such a business, whether in the form of a fee (e.g., consulting), salary, allowance, interest in real or personal property, dividend, royalty derived from licensing of technology, rent, capital gain, real or personal property, or any other form of compensation or contractual relationship, or any combination thereof.

5. Management of Conflict of Interest

Sepsis Canada's ISAB is responsible for managing conflict of interest, and determining and implementing the appropriate course of action. This management system is based on disclosure, as described above. All disclosures constitute confidential information that will be available to Sepsis Canada's ISAB, for the evaluation and resolution of any conflict of interest or allegations of conflict of interest brought before the Board. While it is recognized that it may be difficult to completely avoid situations of potential, apparent or actual conflict of interest, complete avoidance or divestment may be required in certain cases. Such divestment should not consist of a sale or transfer of assets to family members or other persons for the purpose of circumventing the conflict-of-interest compliance measures as directed by the Board

6. Principles

An individual participating in Sepsis Canada who is involved with, or has an interest in, or deals in any manner with a third party which might cause a conflict of interest will not be present and participate in any Sepsis Canada decisions, including committee decisions, if the declared potential conflict of interest could influence the decision or actions of Sepsis Canada. It is the obligation of the individual to declare such potential, apparent or actual conflict of interest before discussions take place so that the committee or Board is aware of the situation in order to ensure that the individual is out of the room when the discussion and decision process on the item in question are taking place. This course of action should be recorded in the minutes of the meeting.

Any question raised by an individual or company regarding the potential conflict of interest of an individual will be raised at the Sepsis Canada ISAB level and must be documented in writing.



The Sepsis Canada ISAB will determine the extent to which the question should be pursued and, in such cases, will consult the individual in question. If necessary, the party will be asked to respond in writing.

7. Non-compliance

If an individual is discovered to be in conflict of interest where disclosure and prior approval has not been sought or granted, the Sepsis Canada ISAB will require the individual to:

- Account to Sepsis Canada for any gain or benefit made directly or indirectly, arising from an involvement with, or an interest in, or from dealing in any manner with a third party that gives rise to a conflict of interest, and
- Withdraw from the involvement, or
- Withdraw from Sepsis Canada, or
- Take appropriate action as determined by the ISAB.

8. Review Process

An individual may request in writing, within 30 days, a review of a Sepsis Canada ISAB decision on conflict of interest. In certain circumstances, Sepsis Canada's ISAB may arrange for an independent third party appointed by mutual agreement of Sepsis Canada and the Board, to act as an intermediary to scrutinize scientific reports or budgetary information of research project (s) in which the individual participating in Sepsis Canada is involved. The intermediary would provide an opinion on the overall merit of the review, without divulging specifics of a proprietary nature to other members of Sepsis Canada. The ultimate decision on the resolution of the review rests with the Sepsis Canada ISAB.

In cases where there is a concern with respect to decisions or actions of Sepsis Canada's International Senior Advisory Board member itself, this concern should be submitted in writing to Sepsis Canada's Steering Committee. Sepsis Canada's Steering Committee may request the ISAB board to respond in writing. Following submission of the Board's response, the Sepsis Canada's Steering Committee will decide on follow-up action.

9. Examples of Conflict of Interest

The following examples, although not comprehensive, illustrate situations that may lead to an indirect or direct conflict of interest:

- being employed in any capacity by another employer outside the participant's, administrator's, or director's university, institution or company signing the Sepsis Canada Network Agreement, including self-employment
- holding an office that puts the individual in a position to affect decisions, such as manager with executive powers, within a company, or member of a Governing Board
- participating in a research contract or consultancy relationship with a company or serving on the board of a company
- entering a research contract with a company in which the participant, or a member of their immediate family, has a financial or other interest
- carrying out supplementary professional scientific activities in accordance with the disclosure requirements of the participant's or director's employing organization
- owning equity or other financial participation in a corporation (including stock options and shares) – participants, administrators and directors should abstain from activity in which they



would have inside advantage (e.g. purchase of shares) based on the information they are privy to through membership in the Sepsis Canada Network

- accepting gifts (other than some minor hospitality) or special favors for themselves or a member of their family from private organizations with which the Sepsis Canada Network does business
- influencing the purchase of equipment or materials for the Sepsis Canada Network from a company in which the participant, the administrator or the director has a financial or other interest

10. History

Approved September 22, 2022, at Steering Committee Meeting.

The text in this document has been copied from the [NCE Resource Manual: Best Practices for Governance and Operations](#) and has been modified by the Sepsis Canada Research Network.



Sepsis Canada Conflict of Interest Guidelines

Purpose

These Guidelines are designed to assist members of the International Senior Advisory Board (ISAB), officers, and other persons involved with Sepsis Canada to understand and comply with conflict-of-interest requirements applicable to Sepsis Canada. These Guidelines are consistent and were adapted (with permission) from the Conflict-of-Interest Policy Framework in Appendix A of the Networks of Centers of Excellence Program Guide.

Background

Individuals who hold positions of trust in a Network have a legal duty to act in honesty and in good faith with a view to the best interests of the Sepsis Canada Network. This duty is referred to as a “fiduciary duty”.

As part of their fiduciary duty, directors and officers of a Sepsis Canada have a duty to avoid actual or potential conflicts of interest between:

- their duties to the Sepsis Canada; and
- their duties to others or their own self-interest

Under the common law (the law as developed through judicial decisions over time), the prohibition against conflicts of interest is applied strictly. Any contract or arrangement entered by Sepsis Canada in which a director or officer has an interest is voidable by Sepsis Canada, regardless of whether or not the contract or arrangement is to the benefit of Sepsis Canada. Furthermore, a director or officer who has profited from such a contract or arrangement must account to Sepsis Canada of such profits.

Members of the Sepsis Canada International Senior Advisory Board, employees of Sepsis Canada, members of Sepsis Canada, advisory committees and researchers are also subject to the Sepsis Canada Conflict-of-Interest Policy (the “Policy”). A copy of the Policy is attached to these guidelines.

Procedures

The procedures set out below are designed to assist individuals participating in Sepsis Canada to comply with the requirements described above.

Members of the International Senior Advisory Board

At the time of their appointment as a member of the International Senior Advisory Board of Sepsis Canada, each new member shall review the Policy. Following such review, the new Board member shall complete Sepsis Canada’s Conflict of Interest Declaration Form (attached to this policy). In addition to the written Declaration, Board members shall declare their interests orally at a meeting of the Board.

The Board Chair shall remind Board members of their obligation at the outset of each Board meeting. The secretary (or Managing Director) of the Board shall record disclosure of the interests of Board members in the minutes of the meeting during which disclosure occurs.



Board members shall update their Declarations annually. If circumstances change during the period of their appointment, Board members shall immediately inform the Board Chair of the change in their situation.

A Board member in an actual conflict of interest shall absent themselves from that part of the meeting during which related matters are discussed, considered and/or voted on. The secretary (or Managing Director) of the Board shall reflect the absence of the Board member in the minutes. A Board member who has a potential conflict of interest shall declare it and shall seek the advice of the Chair as necessary in exercising their discretion in regards to the potential conflict.

If any Board member objects that another Board member is in an actual or potential conflict of interest or is not taking the appropriate steps to deal with the conflict, the Board Chair will call for a vote of the Board to determine the appropriate course of action. Board members shall also comply with all other provisions of the Policy, which may apply to them.

Staff, Researchers and Committee Members

Staff members and committee members, upon joining Sepsis Canada, and researchers, upon first being awarded a grant by Sepsis Canada shall also submit to Sepsis Canada a completed Declaration. All such individuals shall be required to update their Declarations, and to manage conflicts of interest, in accordance with the provisions of the Policy.

Effective: September 22, 2022

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