Conflict of Interest Policy
Effective November 1st, 2020

Contents

Introduction 2
General Guidelines 2
Definitions 2
Annual Policy Attestation and Training 3
Identifying Potential Conflicts 4
COI Disclosure 5
External Activity Disclosure 5
Review Process 5
Reporting 6
Summary 6
Introduction

This policy is intended to ensure that all individuals conducting business activities and assignments on behalf of Kitware do so in a manner that is free from conflicts of interest that could adversely influence their judgement, objectivity or loyalty to the company. A conflict or appearance of a conflict exists when your personal interests differ or do not appear to align with that of Kitware and your related project assignments.

Kitware recognizes that employees may take part in legitimate financial, business and other activities outside their role at Kitware, but any potential conflict of interest raised by those activities must promptly be disclosed for review. ¹

General Guidelines

The standards presented in this policy are necessary to promote objectivity in research by ensuring that the design, conduct, and reporting of any research by a Kitware employee, including an employee’s spouse and dependent children, will be free from bias by any conflicting interest. ²

Kitware has a disclosure process to review and manage actual and perceived conflicts of interest. Conflicts are managed through a mitigation plan when deemed necessary. We are committed to ethical performance with utmost integrity in all business operations.

You must perform Kitware activities with objectivity and impartiality.

You must disclose potential, actual, and perceived conflicts as soon as you become aware.

You are responsible for completing an annual attestation of your compliance with this policy which includes training and disclosure requirements.

Definitions

**Investigator** means any person who is responsible for the design, conduct, or reporting of research (i.e. the employee leading a project). Any requirements or restrictions applicable to the investigator extends to the investigator’s spouse and dependent children.

**Remuneration** with regard to significant financial interest includes salary and any payment for services not otherwise identified as salary (e.g. consulting fees, honoraria, paid authorship);

**Equity Interest** includes any stock, stock option, or other ownership interest, as determined

---

¹This policy is in compliance with FAR Part 9.5
²This policy is in compliance with 42 CFR Part 50 subpart F, 42 CFR Part 93, and 45 CFR Part 94.
through reference to public prices or other reasonable measures of fair market value.

**Significant financial interest** is anything of monetary value that reasonably appears to be related to the investigator’s responsibilities at Kitware:

1) 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 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;

2) 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 months preceding the disclosure, when aggregated, exceeds $5,000, or when the investigator (or the Investigator's spouse or dependent children) holds any equity interest; or

3) Intellectual property rights and interests (e.g., patents, copyrights), upon receipt of income related to such rights and interests. This does not include inventorship or authorship if there are no associated ownership rights or financial interest.

The term *significant financial interest does not include* the following:

1) Salary, royalties or other remuneration from Kitware, including intellectual property rights assigned to the company and agreements to share in royalties related to such rights,

2) Any ownership interests in Kitware,

3) Income from investment vehicles, such as mutual funds and retirement accounts, as long as the investigator does not directly control the investment decisions made in these vehicles,

4) Income from seminars, lectures, or teaching engagements sponsored by a federal, state, or local government agency, an Institution of higher education, an academic teaching hospital, a medical center, or a research institute that is affiliated with an institution of higher education., and

5) Income from serving on advisory committees or review panels for a federal, state, or local government agency, an institution of higher education, an academic teaching hospital, a medical center, or an affiliated research institute of an Institution of higher education.

**Annual Policy Attestation and Training**

All employees are provided with Kitware’s Conflict of Interest Policy which contains applicable regulations such as financial conflicts of interest and other disclosure requirements.

All employees must complete an attestation of compliance with this policy, a disclosure form and any related training material. This content is to be completed at the time of hire, annually.
thereafter, and immediately when any of the following circumstances occur:

1) The company revises its financial conflict of interest policy or procedures in any manner that affects the requirements of investigators;

2) The company finds that an investigator is not in compliance with this policy.

Identifying Potential Conflicts

It is important for employees to identify and avoid any activity that may impair, or appear to impair, their ability to make objective and impartial decisions for both the company as well as on behalf of any business relationship they are responsible for servicing. Employees should avoid conflicting situations that might make a vendor, collaborator, investigator, consultant, or subcontractor’s (sub-recipient) judgement biased or create an unfair competitive advantage. Employees are prohibited from inappropriately influencing government officials by any means (i.e. lobbying and kickbacks including gifts and/or financial incentives).

A conflict of interest could occur or exist in scenarios such as or similar to the following and must be disclosed:

1) A less-than-arm’s-length relationship exists (e.g. nepotism);

2) A significant financial interest exists with a person or entity with whom the company has a business relationship;

3) Divided loyalty exists between the company and a third party;

4) Employment by a direct competitor or working directly for a subcontractor/sub-recipient of Kitware.

Investigators must also disclose, as part of their significant financial interests, the occurrence of any reimbursed 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 responsibilities at the company; provided, however, that this disclosure requirement does not apply to travel that is reimbursed or sponsored by the company, a federal, state, or local government agency, an institution of higher education, an academic teaching hospital, a medical center, or a research institute that is affiliated with an institution of higher education. The details of this disclosure will include, at a minimum, the intent or purpose of the trip, the identity of the sponsor/organizer, the destination, and the duration. The company will determine if further information is needed, including a determination or disclosure of monetary value, in order to determine whether the travel constitutes a financial conflict of interest.

Further, employees performing the role as an investigator on a grant or contract must also disclose recruitment bonuses received or paid for human subject research participants, or for reaching a performance goal within a specific time frame, as well as offering or being offered a
finder's fee for referral of potential research subjects. Such payments may encourage investigators to put inappropriate pressure on prospective participants.

**COI Disclosure**

The COI Disclosure Form is the mechanism by which employees provide documentation of identified potential conflicts to Compliance. This form is provided at the time of hire and annually thereafter. It is also available to all employees on an as needed basis to provide disclosure updates.

Updates may occur when an employee is appointed to work on assignments that either (i) create new potential conflict for the employee or the institution, vendor, collaborator, partnering firm, or subcontractor with whom the company conducts business, or (ii) change the facts applicable to previously disclosed potential conflicts. Such a report must be filed within 30 days of identification of the conflict.

**External Activity Disclosure**

External activity disclosure is an additional process by which employees disclose their intent to participate in or contribute to external activities so that a determination can be made as to whether such activities may present a potential conflict. This process is necessary to capture activities not addressed on the COI Disclosure Form such as contributing novel source code, co-authoring a paper or presenting at an industry event independent of your role at Kitware. It is important to understand Kitware's proprietary information policy prior to contributing to external activities. Per the policy, all employee inventions and technical or business innovations developed or conceived, solely or jointly, during employment at Kitware are assigned to Kitware.

To effectively determine the potential impact of contributing to an external activity, the External Activity Disclosure Form must be completed and provided to Compliance for review. For all new activities, this submission takes place prior to partaking in the activity. For existing activities, please disclose as soon as you are able to and within 30 days of this process implementation.

**Review Process**

Compliance is responsible for reviewing the aforementioned disclosure forms to determine the impact of potential conflicts. The review process allows Compliance to manage and report conflicts as needed. Several Kitware policies contribute to the review process in addition to this policy such as the code of ethics and business conduct policy and the Employee Handbook which includes the proprietary information and work ownership policies.

If deemed necessary or contractually required, a mitigation plan is developed to limit or remove
the conflict. Conflicts are managed until they no longer exist by monitoring and adjusting the plan as needed. Restrictions and/or actions to reduce or eliminate the conflict may include:

1) public disclosure of financial conflicts of interest (reporting to the funding source or government agency and when presenting or publishing the research),

2) for research projects involving human subjects research, disclosure of financial conflicts of interest directly to participants,

3) monitoring research with independent reviewers,

4) modification of research or work plans,

5) change of personnel or personnel responsibilities, or disqualification from participation in all or portions of assignments,

6) reduction or elimination of the financial interest (e.g. sale of an equity interest), or

7) severance of relationships that create conflicts of interest.

This review process must be complete prior to expenditure of any funds for any project(s) related to the conflicts identified and/or disclosed. If a conflict of interest is identified (whether by a disclosure from the Investigator or some other means) in the course of an ongoing project, interim measures may be implemented during the review process. In this case, if a mitigation plan is necessary it will be implemented within 60 days.

**Reporting**

Initial and ongoing conflict of interest reports will be provided to government agencies, funding sources and/or members of the public whenever required by regulations or contractual obligations. This includes FCOI reports to the PHS awarding entity as required.

**Summary**

Determining whether a conflict of interest exists can sometimes be difficult. Employees are strongly encouraged to seek guidance from Compliance before entering into any transaction or activity that may potentially give rise to a conflict of interest. This policy and its disclosure requirements confirm our intent to perform business activities with integrity and without bias.