Conflicts of Interest Policy

1. PURPOSE

1.1 FIND is a Swiss non-profit foundation under Swiss UID No. CHE-110.162.567. Its mission is to turn complex diagnostic challenges into simple solutions to overcome diseases of poverty and transform lives. To achieve its mission, FIND works with diverse entities, including commercial companies, private organizations, public and academic institutions, charitable institutions, and other stakeholders involved in the global health arena. Due to the diversity of interests and perspectives represented by these stakeholders, it is particularly important that FIND operates in an open and transparent manner.

1.2 FIND recognizes that the nature of its work, with many stakeholders interested in and affected by its mission, results in inherent conflicts of interest. FIND recognizes that these conflicts must be managed with the highest degree of clarity and transparency.

1.3 Conflicts of interest may exist or appear to exist in circumstances where no unethical or improper act results from such conflicts. The purpose of this Policy is to ensure that such conflicts are identified, disclosed and managed in a way that maintains broad public trust and confidence in the decision-making, functioning and operations of FIND and protects the reputation and integrity of the organization.

2. SCOPE

This Policy applies to FIND Personnel and Partners, as defined in Section 3 below, and imposes obligations on them in addition to those described in FIND's Private Sector Partnering Policy and Technology and Partner Selection Guide[1], which describe the steps that FIND takes to manage real or perceived conflicts of interest in its decision-making and dealings with for-profit partners in the private sector, and FIND's Code of Conduct and Ethics (the "Code"[1]), whose terms are hereby incorporated by reference.

3. DEFINITIONS

3.1 **Control:** an investor controls an investee when it is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Typical examples include:

- you are the sole shareholder of a consulting firm
- you hold 70% of the shares in a limited company
- you hold 40% of the shares in a company but have the right at any time to acquire a further 20% at a fixed purchase price

1. FIND Policies & Statements: FIND policies - FIND (finddx.org)

3.2 **Family Member:** as used in this Policy, a "Family Member" of any Partner or Personnel refers to any individual who can be expected to influence or be influenced by the Partner/Personnel; this includes children, spouses or domestic partners, whether living together or separately, their children or their dependents. Also included are other relationships (stepchild, grandchild, parent, step-parent, grandparent, sibling, mother- or father-in-law, son- or daughter-in-law, or brother-or sister-in-law, including adoptive relationships).

3.3 **Joint control:** the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require the unanimous consent of the parties sharing control.

Typical example: you hold 50% of the shares in a limited liability company (e.g. a GmbH) and, in the partnership agreement, you agree that all relevant decisions concerning the GmbH will be made jointly with the other shareholder.

3.4 **Partners:** Partners include FIND advisers, consultants, agents, interns, volunteers, representatives, service providers and independent contractors.

3.5 **Personnel:** FIND officers, employees, and Board and committee members, including those in FIND-affiliated offices around the world.

3.6 **Significant influence:** this includes the possibility of participating in financial or operating policy decisions, despite the absence of control or joint control. Significant influence can be assumed if the share of the voting rights is at least 20%, unless this is demonstrated not to be the case.

3.7 **Transactions:** a Transaction is defined as "a transfer of resources, services or obligations between FIND's Personnel (and/or a Family Member) and FIND, regardless of whether the Transaction includes payments or financial remuneration. Typically, Transactions comprise purchases of products from FIND, but also consulting services rendered to FIND. A Transaction may include, but not be limited to, the following: the purchase or sale of goods, property or other assets; rendering or receiving services; research and development (R&D) transfers and transfers under licence agreements; or any finance agreements.

4. CONFLICTS OF INTEREST

4.1 Conflicts of interest arise in any situation in which financial or other personal considerations have the potential to compromise the professional judgement and objectivity of an individual. Conflicts of interest may also arise when personal, social, financial or political interests are placed before those of FIND or the people and/or organization(s) it seeks to serve, or when they may be perceived as doing so. This may be where a Partner, Personnel or a Family Member of any Partner or Personnel has significant employment or other interests/relationships (such as competing professional interests or personal financial interests) that could affect the conduct of the Partner's or Personnel's duties and responsibilities with respect to FIND or result in a reasonable perception that such conflict(s) exists.

For the sake of clarity, financial interests refer to a direct financial benefit, i.e. a monetary value, such as equity interests, including stock, stock options or other ownership rights; intellectual property rights, e.g. patents, copyrights or royalties; and payment for services from the commercial sector, including for speaking engagements, sitting on advisory boards, etc. Indirect financial interests refer to a situation where a closely associated third party stands to benefit from work carried out by, or decisions made by, the FIND Personnel or Partner.

4.2 Although it is impossible to address every situation in which a conflict of interest may arise, specific examples of conflicts include, but are not limited to:

a) being bound by any external employment or consultancy activity that may prevent a Partner or Personnel staff member from being able to devote appropriate time and attention to her/his responsibilities and obligations to FIND.

b) receiving any amount of cash or anything of significant value, including personal gifts or loans, from any individual or company with which FIND has dealings or which competes with FIND in any way. "Significant value" refers to any item the value of which exceeds US$ 50.

c) taking advantage of, or seeking to obtain personal gain from, any opportunity learned of in the course of doing any work for FIND that could have benefitted FIND, or was exercised to FIND's detriment or the detriment of persons/entities FIND serves.

d) owning stock or other proprietary interests in any third party dealing with FIND (other than a known employer or pre-approved third party).

e) holding office, serving on the board, participating in management, consulting for or being otherwise employed with any third party dealing with FIND and without FIND's knowledge or prior written consent.

f) using FIND's time, personnel, equipment, supplies or goodwill for purposes other than FIND-approved activities, programmes or purposes.

5. TRANSPARANCY AND DISCLOSURE

5.1 Potential conflicts need not be realized if properly managed. FIND's first-line strategy is therefore to avoid any potential conflicts by ensuring transparent selection of Partners and by having this Policy and processes in place to disclose and manage potential conflicts of interest. Developing a culture of responsibility is also a key component of our approach.

5.2 While the right to privacy in personal activities, political interests and financial affairs must be respected, FIND Partners and Personnel are responsible for exercising sound judgement to the best of their ability, at all times, to avoid situations that could present any real, perceived or potential conflicts between their own interests, those of their Family Members or those of FIND or the people and/or organization(s) FIND serves. The existence of such direct or indirect interests or relationships must be disclosed to FIND if they impact the organization in any way, so that they can be appropriately managed.

5.3 **How to make a declaration.** FIND requires that disclosure is made of any circumstances that could give rise to an actual, perceived or potential conflict of interest with FIND or the entities it serves, by filling out and submitting a signed Declaration of Interest Form ("DOI Form"), provided in Annex A of this Policy. All FIND Partners and Personnel must agree to fill out the DOI Form completely, truthfully and accurately; they must also include any details that may be relevant to ensure there are no conflicts of interest with FIND.

5.4 **When must declarations be made?** The existence of any conflicts of interest as described above must be disclosed before any work is carried out or conducted by any Partner or Personnel. Conflicts of Interest will be a standing agenda item to be discussed at the beginning of all Board, Scientific Advisory Committee, and review meetings. Verbal disclosures must be appropriately documented, for example in the minutes of the meeting at which a declaration was made.

5.5 **When must a DOI Form be updated?** It is the ongoing responsibility of each Partner and Personnel to scrutinize his/her activities and other business interests and relationships for actual, perceived or potential conflicts of interest and to immediately disclose, in writing, any such conflicts to FIND. Attendees at FIND Board or committee meetings will be required to evaluate their potential conflicts and (if necessary) update their declarations ahead of each meeting.

6. PROCEDURE WHEN A CONFLICT OF INTEREST ARISES

6.1 A committee or a minimum of two people, convened by the Operations Director, shall review submitted disclosures. Additional committee members may be added where appropriate, and the issue may be referred to external legal counsel for advice and to the FIND Board for consideration and decision-taking, if necessary.

6.2 If it is determined that an actual, perceived or potential conflict of interest exists, the Operations Director will contact the Partner or Personnel concerned to discuss ways to resolve or manage the conflict, based on a review of the matter.

6.3 Remedial measures may be granted in the following forms or in any other form appropriate under the circumstances:

a) **Conditional participation:** the Personnel or Partner can continue her or his involvement in the matter that has given rise to the conflict once they have disclosed their interest at the start of work on the matter, subject to any conditions imposed to safeguard against risks that arise from the conflict or appearance thereof.

b) **Partial or complete exclusion:** the Partner or Personnel's involvement in the matter is limited in one or more of the following ways:

- the Partner or Personnel is recused from debate and/or decision-making
- the Partner or Personnel is removed completely from an activity or a discrete part of the activity
- the conflict-causing relationship is abandoned
- the intended work is abandoned
- any other measure identified by FIND, its legal counsel or affected funders/Partners

7. CONFIDENTIALITY

FIND will keep all disclosures confidential unless required by any governmental or administrative agency, tribunal, court or other quasi-judicial or regulatory body, or by any donor to FIND, to disclose any and all information provided by Partners or Personnel in the course of making the declaration. FIND will endeavour to provide notice to Personnel and Partners of any such requirement to disclose such information as promptly as reasonably possible.

ANNEX A - DECLARATION OF INTERESTS (DOI) FORM

The Conflicts of Interest Policy requires all FIND Partners and Personnel to file a DOI Form before any work is carried out and to update it when necessary.

This DOI Form shall be completed within the context of the PURPOSE.

PURPOSE: provide details of the engagement either as a board, committee or staff member (including position) or Partner (including a description of the field of work, with specific reference to any proprietary technologies and/or commercial partners or Associate Institution(s) that you will be working with through a FIND engagement, if applicable).

All FIND Partners and Personnel must fill out this form and disclose any circumstances that could represent an actual, perceived or potential conflict of interest (i.e. any interest that may affect, or may reasonably be perceived to affect, the expert's objectivity and independence) under the PURPOSE. You must disclose on this form any financial, professional or other interest(s) relevant to the subject of the PURPOSE in which you participate or contribute towards and any interest(s) that could be affected by the outcome of the PURPOSE. You must also declare any relevant interest(s) of your Family Members (see definition above) and, if you are aware of them, any relevant interests of other parties with whom you have substantial common interests and which may be perceived as unduly influencing your judgement.

Name:

Organization:

Email:

Tel:

Mob:

Please answer each of the questions below. If the answer to any of the questions is "yes", provide brief details of these circumstances in the space provided or as an Annex B to this form, if necessary. Please provide the names of all companies, organizations and institutions involved, who their interests relate to (e.g. yourself, a Family Member or a Partner), and the estimated value of this interest. The term "you" refers to yourself and your immediate Family Members. A "commercial entity" includes any commercial business, industry association, research institution or other enterprise whose funding is significantly derived from commercial sources with an interest related to the subject of the meeting or work. The term "organization" includes any governmental, international or non-profit organization.

EXPLANATION OF "YES" RESPONSES:

If the answer to any of the questions below is "yes", please provide brief details in the space provided.
You may attach annexes for more detailed responses, if necessary.

1. EMPLOYMENT AND CONSULTING

Within the past 4 years, have you received remuneration from a commercial entity or any other organization with an interest related to the subject of any work you will be doing for FIND?

1a. Employment (please name your employer and position/last position held below). ☐ **YES** ☐ **NO**

1b. Consulting, including service as a technical or other adviser (please name your client(s) and provide the scope of engagement below).

☐ **YES** ☐ **NO**

2. RESEARCH SUPPORT/ACADEMIC AFFILIATIONS

2a. Within the past 4 years, have you or any Family Member received research support from a commercial entity or other organization(s) with an interest related to the subject matter of your work at FIND/subject of the meeting or work? Please also disclose any current negotiations you are undertaking for future work.

☐ **YES** ☐ **NO**

2b. Please list your academic affiliations/institutional ties within the past 4 years that may be considered as influencing or affecting your objectivity regarding your engagement with FIND and its work.

☐ **YES** ☐ **NO**

3. INVESTMENT INTERESTS

Do you have any current investments (e.g. proprietorships, partnerships, joint ventures, board memberships or controlling interest in a company[1]) valued at more than US$ 1000 in total, in: a) a commercial entity with an interest related to the outcome of any projects handled by FIND, or b) an entity directly involved in the production, manufacture, distribution or sale of tobacco or tobacco products or representing the interests of any such entity?

☐ **YES** ☐ **NO**

4. RELATED PARTY TRANSACTIONS[2]

4a. Please list your family members and their relationship to you: ☐ **YES** ☐ **NO**

Name	**Relationship:** *(e.g. mother)*

4b. Please list the entities that are controlled by you: ☐ **YES** ☐ **NO**

4c. Please list the entities that are jointly controlled by you: ☐ **YES** ☐ **NO**

1. You may exclude mutual funds, pension funds or similar investments that are broadly diversified and over which you exercise no control.
2. Refer to Section 3 of the COI Policy for Definitions.

4d. Within the past 4 years, have you or any of your Family Members carried out any Transactions with FIND?

☐ **YES** ☐ **NO**

If **YES,** please provide the following information below:

Type of Transaction:

FIND Personnel/Family Member/entity controlled or jointly controlled by FIND Personnel/Family Member:

Period/time:

Value:

Description of the Transaction:

(Please add further Transactions if necessary.)

If you are not sure about a Transaction, please provide a description below:

5. SPONSORED TRAVEL

In the past year, has an external entity with an interest related to the subject matter of your work at FIND paid for travel for you or any of your Family Members?

☐ **YES** ☐ **NO**

6. INTELLECTUAL PROPERTY

Do you have a personal interest in any intellectual property rights (patents, trademarks or copyrights, including pending applications) that might be enhanced or diminished by any projects being handled by FIND or that it is advising on?

☐ **YES** ☐ **NO**

7. ADDITIONAL INFORMATION

7a. Will your work for FIND enable you to obtain access to a competitor's confidential proprietary information or give you a personal, professional, financial or business competitive advantage?

☐ **YES** ☐ **NO**

7b. To your knowledge or belief, would the outcome of any work you do for FIND benefit or adversely affect the interests of others with whom you have substantial common personal, professional, financial or business interests (such as Family Members, close professional colleagues, administrative unit or department)?

☐ **YES** ☐ **NO**

7c. Is there any other aspect of your background or present circumstances not addressed above that might be perceived as affecting your objectivity or independence?

☐ **YES** ☐ **NO**

8. TOBACCO OR TOBACCO PRODUCTS

Within the past 4 years, have you had employment or received research support or other funding from, or had any other professional relationship with, an entity directly involved in the production, manufacture, distribution or sale of tobacco or tobacco products or representing the interests of any such entity?

YES NO

9. MUNITIONS OR ARMAMENT MANUFACTURERS

Within the past 4 years, have you had employment or received research support or other funding from, or had any other professional relationship with, an entity directly involved in the production, manufacture, distribution or sale of munitions or armament products or representing the interests of any such entity?

YES NO

10. CONFLICT MINERALS

Within the past 4 years, have you had employment or received research support or other funding from, or had any other professional relationship with, an entity directly involved in the supply chain of conflict minerals[3] (at any point, e.g. extraction, refining, transportation) or representing the interests of any such entity?

YES NO

3. As defined in the EU Conflict Minerals Regulation, which came into effect on 1 January 2021

CONSENT TO DISCLOSURE:

By completing and signing this form, you consent to the disclosure of any relevant conflicts FIND may identify to any third parties FIND may be working with.

DECLARATION

I hereby acknowledge that I have received a copy of the Conflicts of Interest Policy and that I have read, understood and agreed to comply with it.

I declare that the information disclosed in this form is true, accurate and complete, to the best of my knowledge and belief.

Should there be any changes to the above information, I will promptly notify FIND's Operations Director and describe these changes. This includes any change that occurs during any project I work on for FIND.

Signature	Date

Read and agreed to by:	
Signature	Date

FIND MANAGEMENT REVIEW AND RESPONSE (where applicable)