



Charter for Weill Cornell Medicine's Conflict Oversight Board

I. Committee Goal

The Weill Cornell Medicine (WCM) Conflict Oversight Board (COB or “the committee”) promotes integrity in research, clinical care, education and business operations by identifying, reviewing, and managing disclosed conflicts of interest (COI) and conflicts of commitment (COC) to mitigate institutional risk, uphold accountability, and ensure compliance with applicable federal, state, sponsor, and University policy requirements.

II. Committee Purpose and Scope

The COB provides impartial oversight, and mitigation plans for University academic and non-academic employee COI and COC. The committee encourages external opportunities that promote professional and educational development in research, healthcare, and medical technology advancement while ensuring academic integrity and compliance with University policies¹ and procedures, as well as Federal and state regulations².

Working with the Office of Conflict of Interest (COI Office) and the Office of Compliance (OOC), the COB is charged with analysis and oversight of WCM faculty, staff, and student COI and COC (both research and non-research). For all identified/disclosed conflicts, the COI Office develops, and the COB approves and oversees compliance with a conflicts management plan (CMP)³ until the COI and/or COC no longer exists.

III. Membership Roles and Duties

A. Membership Selection

1. The WCM Dean shall appoint the Chairperson and Vice Chairperson of the COB.

¹ [University Policy 1.7 – Research Related Conflicts of Interest and Commitment](#)

[University Policy 4.14 – Non-Research Conflicts of Interest and Commitment](#)

² [42 CFR Part 50 Subpart F – Promoting Objectivity in Research](#)

[NYS Not-For-Profit Corporation Law §§ 715-715\(a\)](#)

³ Conflict Management Plan (CMP) is general reference to all types of conflict management plans. Standard conflict management plans (sCMP) and comprehensive conflict management plans (cCMP) are types of conflict management plans used by the Office of Conflict of Interest.



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2. COB members shall be appointed by the COB Chairperson and Vice Chairperson in writing and will be selected by:
 - a) specific recommendation and appointment; or
 - b) by review and dialogue of referrals from past and present COB members.
3. COB member participation is voluntary and uncompensated.
4. Vacant seats are replaced or added as members depart the COB, or additional areas of expertise are required.
5. All COB members must sign a confidentiality agreement as a condition of appointment.
6. Member terms shall be for five (5) years and may be renewed once, for a maximum service time of ten (10) years. Reappointments require approval by the COB Chair to promote continuity while ensuring periodic infusion of new perspectives and expertise. Terms shall be staggered to maintain balanced rotation.
 - a) Representatives from the COI Office and the OOC shall have indefinite terms on the COB due to the support aspect of their roles.

B. Members

1. All participating members hold voting rights. Member representation on the COB includes full-time faculty (basic science research and clinical), senior faculty from a variety of departments, and senior members or representatives from each of the following institutional departments:
 - Office of Conflict of Interest
 - Office of Compliance
 - Research Integrity
 - Office of General Counsel
 - Office of External Affairs
 - Center for Technology Licensing
 - Office of Sponsored Research Administration



- Human Resources
 - Weill Cornell Graduate School
 - Research Operations
 - WCM Qatar Campus
 - Office of Medical Education
 - Office of Continuing Medical Education
 - Procurement Department
 - Cornell University – Ithaca
 - Postdoctoral delegate included as appropriate for representation purposes.
2. Voting quorum shall be half the number of members listed on the committee roster, plus one (1).

IV. Conflict Operating Guidelines

A. Types of Conflicts Under the Purview of the COB

The COI Office will review all WCM faculty, staff, and student COI and COC to identify potential conflicts and will develop proposed conflict management plans (CMP) for approval by the COB.

Conflict types requiring further assessment include:

1. **Conflict of Interest (COI):** An actual, apparent, or potential conflict of interest may arise when the interests, activities, or relationships of any Cornell individual to whom the University policy applies compete with or are perceived to compete with the interests, activities, or concerns of the university such that the individual's actions or decisions on behalf of the university, or related to the individual's employment responsibilities, are compromised, or appear to be compromised.
2. **Significant Financial Interests (SFI):**
 - a) Regarding any publicly traded entity, a significant financial interest exists if the value of any remuneration received by an individual or a family member 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. For purposes of this definition, remuneration includes compensation and any payment for services not otherwise identified as salary (e.g., consulting fees, honoraria, paid authorship, travel, food and beverage, gifts, among others). Equity interest includes stock, stock option, or other ownership interest, as determined through reference to public prices or other reasonable measures of fair market value (retirement accounts, mutual funds, or other aggregate holdings are not included in this amount).

- b) Regarding 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 fair market value, or when an individual or his or her family holds any equity interest exceeding \$5,000 fair market value (e.g., stock, stock option, or other ownership interest).
 - c) Related to intellectual property rights and interests (e.g., patents, copyrights), upon licensing agreement or receipt of income related to such rights and interests.
3. **Conflict of Commitment (COC):** A situation caused when an individual undertakes external commitments that would interfere with their primary obligations and commitments to the University, even if the outside activity is valuable to the University or contributes to professional development as outlined by the allowable external time commitments for faculty, staff and students in University Policies 1.7 and 4.14.
4. **Conflicts Involving the Use or Participation of Undergraduate Students, Medical Students, Graduate Students, or Postdoctoral Researchers:** A situation caused when an individual can exert undue or improper influence over direct reports, trainees or staff under their supervision that would interfere with their primary obligations to promote the academic advancement of the student or trainee and their commitments to the University. Conflicts that fall within this category will be reviewed by the COB if they involve a



research or business conflict of interest. All other conflict types involving undergraduate students, medical students, graduate students, or postdoctoral researchers are managed and mitigated by the Office of Medical Education or the Office of Continuing Medical Education. A representative from each office will participate on the COB to ensure continuity and alignment.

5. **Product Endorsement:** A situation caused by unauthorized use of Cornell's name and marks in advertising and other promotional vehicles when such use is likely to be perceived as an endorsement, even if such an endorsement is not the intention of the person or organization seeking to use Cornell's name or marks. Advertising efforts to promote colleges, schools, units, or the University must adhere to University brand standards and may not create a conflict of interest for University interests.

B. Management Determinations of Identified Conflicts

Following its review of WCM faculty, staff, and student COI and COC disclosures, and if necessary, in consultation with the COB, the COI Office will determine whether there is:

1. No actual, apparent, or potential conflict.
2. Manageable conflict permissible within specific safeguards of University policy and requiring a standard conflict management plan (sCMP) or letter of understanding (LOU).
3. Manageable conflict requiring a comprehensive conflict management plan (cCMP).
4. Unmanageable conflict going beyond that which is permissible under University policy.

All determinations must be documented in writing, with supporting rationale, and retained by the COI Office in accordance with University records retention policies and sponsor requirements.

C. Conflict Management Plans (CMP)

1. The COI Office will support the COB as follows:
 - a) Gather and review information on disclosed COIs and COCs, devise appropriate plans to manage conflicts, obtain approval



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of the CMPs from COB, communicate CMPs to the appropriate WCM personnel, and monitor compliance with the CMP.

b) Ensure that all real or apparent conflicts related to COIs and COCs are identified and managed or, if unmanageable, terminated.

2. The COI Office will respond to requests from WCM personnel to revise CMPs as situations change or new information becomes available.

V. Committee Operating Guidelines

A. Committee Responsibilities

1. The authority and responsibility for reviewing all COIs and COCs, and management of potential, actual, or perceived conflicts of any nature resides in the COI Office with oversight from the COB.
2. The COB will review this Charter once annually and make amendments as needed.

B. Confidentiality

1. In accordance with University Policy 1.7, the University is committed to preserving the confidentiality of all information disclosed for the purpose of identifying or resolving potential conflicts of interest, to the extent practical. COB members may encounter confidential information while fulfilling their responsibilities. As such, they are required to uphold the confidentiality of all meeting discussions and proceedings. Each COB member must sign a confidentiality agreement upon joining the committee.

C. Meetings

1. Frequency, Participation, and Format



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- a) The COB will meet at least monthly, unless otherwise noted by the COB Chair.
- b) Members shall participate in at least 75 percent of scheduled meetings throughout the institution's calendar year or will be subject to removal from the COB at the discretion of the COB Chair.
- c) The COB meeting format will be in person, virtual, or hybrid.

2. Support

- a) COB meetings will be supported by the COI Office within the Research Dean's Office, Research Integrity Office, and the OOC.
- b) The COI Office will ensure that accurate and detailed meeting minutes are taken and approved by the COB at a subsequent meeting.

D. Recusals

To uphold the integrity and impartiality of the COB, any member who has an identified conflict of interest must recuse themselves from all discussions and deliberations related to that conflict. Recusal must occur prior to the start of any relevant conversation or meeting segment.

Conflicts of interest may include, but are not limited to:

- Matters involving the member's own conflict.
- Involvement with a company in which the member holds a significant financial interest (SFI) or serves in an executive role.
- Situations involving a subordinate or laboratory member who reports directly to the COB member.

The recusal process is essential to maintaining objectivity and ensuring that committee decisions are free from undue influence. Failure to appropriately recuse from discussions will lead to removal from the COB.