



Leadership Board Membership Guidelines

Recognizing that each Weill Cornell Medicine (WCM) Workforce Members' (faculty, researchers, and staff) primary duty is the performance of the individual's job at WCM, service on leadership boards of external entities must comply with university policies. These policies ensure that WCM Workforce Members do not enter into conflicts of commitment or interest and avoid the appearance of bias in all aspects of business and employment. These guidelines apply to service on any leadership board of public companies, private for-profit companies, or non-profit organizations.

WCM encourages engagement with industry and external entities when such relationships support the academic, research, and public missions of the institution. However, leadership board roles must not:

- Interfere with the individual's primary obligations to WCM.
- Involve negotiating on behalf of both WCM and the external company.
- Imply or include managerial or fiduciary responsibilities without explicit permission.

An external leadership board refers to any board of directors or equivalent body with governing authority over an entity not affiliated with the university. External leadership boards do not include any board or council that serves only an advisory¹ function or any journal editorial board, proposal review board of a funding agency or any other type of non-governing board that is closely related to the ordinary duties of an individual subject to this policy.

Conflicts of Interest and Commitment

In reviewing requests for leadership board participation, the individual's supervisor and the COB will consider the nature of the entity's activities, the anticipated time commitment involved, and the individual's duties and responsibilities at WCM.

To request participation on a leadership board, WCM Workforce Members must:

1. Receive the appropriate institutional approvals.
 - **For-profit leadership boards:** Obtain written approval from: 1) the individual's Department Chair or Senior Leadership for academic faculty, or the individual's supervisor for non-academic staff; and 2) the Conflicts Oversight Board (COB) via the Office of Conflict of Interest (COI Office) prior to accepting a board role.

¹ For guidance on scientific or medical advisory boards, please refer to the WCM Scientific and Medical Advisory Board Guidelines document.



- **Non-profit leadership boards:** Obtain written approval from the individual’s Department Chair or Senior Leadership for academic faculty, or the individual’s supervisor for non-academic staff. Non-profit Board of Director roles do not require COB approval. If the role in question is for a Chair of a non-profit Board of Director, approval from the COI Office is required.
2. The individual must recuse themselves from all board decisions involving the university and WCM.
 3. If serving on the board of a for-profit company, the individual may not participate in WCM research involving the company.
 4. WCM Workforce Members must incorporate the non-negotiable [Contract Addendum](#) into their written agreement with the external entity if the provided services relate in any way to their WCM responsibilities.
 5. Disclose the relationship on WCM’s Conflicts Survey within thirty (30) days of signing a written agreement or starting the activity, whichever is soonest.
 6. Abide by external activity time/effort limitations:

	Faculty with 100% WCM Effort	Part-Time Faculty	Non-academic Staff
Limitations on External Activities on WCM Time	No more than one (1) 8-hour day per week or 20% effort on external activities.	Must perform all external activities outside of WCM time.	

Leadership Board Roles in External Entities

WCM Workforce Members must adhere to the following guidelines when considering service on boards of external entities, including start-ups, commercial ventures, and non-profits. *The individual’s Department Chair and the COB reserve the right to prohibit participation in external activities at any point in the event of a change in relevant circumstances.*

- Service as Chairman of the leadership board of the individual’s own company will be highly scrutinized as it creates a fiduciary duty to act in the company’s best interest, which poses a conflict with your duties to WCM. Requests to serve in this capacity must be reviewed and approved by both the Department Chair and the COB and explicitly authorized in a conflicts management plan, which will describe the circumstances under which the role must end. Considerations include but are not limited to: 1) the amount of company capitalization; 2) status of any active research; 3) conflict of commitment; and 4) other individuals at the company qualified to serve in this role. Failure to obtain advance approval to serve as Chairman may



result in the individual being asked to step down from the role.

- Serving as Chairman of the Board of any other external entity requires approval both the individual's Department Chair and the COB.
- Participation on a company's board must always be carefully reviewed for potential conflicts with institutional responsibilities. Activities must be distinctly separated from the individual's WCM research and educational responsibilities.
- WCM title may be used but only to identify an individual's academic affiliation. It should be made clear to the external entity that an individual's board service does not constitute a relationship or affiliation with the university.

Compliance and Enforcement

Failure to comply with these guidelines may result in, but are not limited to, the following:

- Withdrawal of approval for external roles.
- Disciplinary actions, including reassignment or termination.
- Reassessment of conflict management plans and restrictions on future external engagements.

References

For additional information regarding policies relevant to this guidance document, please refer to:

- [University Policy 1.7](#) – Research Related Conflicts of Interest and Commitment
- [University Policy 4.14](#) – Non-Research Conflicts of Interest and Commitment

For further clarification or to initiate a request for board membership or officer role approval, please contact the COI Office or your Department Chair.