

## **CONFLICT OF INTEREST POLICY**

**\*\*NEXUS INSTITUTE FOR TRANSLATIONAL RESEARCH INC.\*\***

**\*\*Adopted:\*\*** February 10, 2026

**\*\*Effective Date:\*\*** February 10, 2026

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### **ARTICLE I: PURPOSE**

The purpose of this Conflict of Interest Policy is to protect the interests of Nexus Institute for Translational Research Inc. (the "Corporation") when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer, director, or key employee of the Corporation or might result in a possible excess benefit transaction.

This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations, including but not limited to the New York Not-For-Profit Corporation Law.

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### **ARTICLE II: DEFINITIONS**

#### **1. Interested Person**

Any director, principal officer, member of a committee with governing board-delegated powers, or key employee who has a direct or indirect financial interest, as defined below, is an interested person.

#### **2. Financial Interest**

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a) An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement;
- b) A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement; or
- c) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.

**\*\*Compensation\*\*** includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the Board of Directors decides that a conflict of interest exists.

### **3. Family Member**

For purposes of this policy, family members include:

- Spouse or domestic partner
- Parents, children, and siblings
- Grandparents and grandchildren
- Stepparents, stepchildren, and stepsiblings
- In-laws (parents, children, siblings)

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## **ARTICLE III: PROCEDURES**

### **1. Duty to Disclose**

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board-delegated powers considering the proposed transaction or arrangement.

**\*\*Annual Disclosure:\*\*** Each director, officer, and key employee shall annually complete and sign a Disclosure Statement identifying any entities or individuals with whom they or their family members have a financial relationship that might give rise to a conflict of interest.

**\*\*Ongoing Disclosure:\*\*** An interested person must disclose conflicts as they arise throughout the year, not only at the time of the annual disclosure.

### **2. Determining Whether a Conflict of Interest Exists**

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, the interested person shall leave the Board meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board members shall decide if a conflict of interest exists.

### **3. Procedures for Addressing the Conflict of Interest**

a) An interested person may make a presentation at the Board meeting, but after the presentation, the interested person shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

b) The Board shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

c) After exercising due diligence, the Board shall determine whether the Corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

d) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, the Board shall make its decision as to whether to enter into the transaction or arrangement.

#### **4. Violations of the Conflict of Interest Policy**

a) If the Board has reasonable cause to believe an interested person has failed to disclose actual or possible conflicts of interest, it shall inform the interested person of the basis for such belief and afford the interested person an opportunity to explain the alleged failure to disclose.

b) If, after hearing the interested person's response and after making further investigation as warranted by the circumstances, the Board determines the interested person has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

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#### **ARTICLE IV: RECORDS OF PROCEEDINGS**

The minutes of the Board meeting shall contain:

a) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board's decision as to whether a conflict of interest in fact existed.

b) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

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#### **ARTICLE V: COMPENSATION COMMITTEES**

##### **1. Composition**

If the Corporation has a compensation committee, it shall be composed entirely of individuals who do not have a financial interest in any compensation arrangement being reviewed.

## 2. Authority and Procedures

a) The compensation committee shall review and recommend to the Board the compensation of the President/Executive Director and any other compensated officers or key employees.

b) In determining reasonable compensation, the committee shall review and consider:

- Compensation data for similarly qualified persons in functionally comparable positions at similarly sized organizations

- The location, size, and budget of the Corporation

- The qualifications and experience of the individual

- The individual's responsibilities and time commitment

c) The committee shall contemporaneously document the basis for its determination, including:

- The terms of the transaction or arrangement and the date approved

- The members present during the debate and those who voted

- The comparability data obtained and relied upon and how it was obtained

- Any actions with respect to consideration of the transaction

## 3. Prohibition on Self-Dealing

No voting member of the Board or compensation committee shall vote on matters related to their own compensation.

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## ARTICLE VI: ANNUAL STATEMENTS

Each director, principal officer, and member of a committee with Board-delegated powers shall annually sign a statement which:

a) Affirms that the person:

- Has received a copy of the Conflict of Interest Policy

- Has read and understands the policy

- Agrees to comply with the policy

b) Discloses the person's financial interests that could give rise to conflicts of interest.

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## **ARTICLE VII: PERIODIC REVIEWS**

To ensure the Corporation operates in a manner consistent with its charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a) Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b) Whether partnerships, joint ventures, and arrangements with management organizations conform to the Corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes, and do not result in inurement, impermissible private benefit, or excess benefit transactions.

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## **ARTICLE VIII: USE OF OUTSIDE EXPERTS**

When conducting the periodic reviews as provided for in Article VII, the Corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Board of its responsibility for ensuring periodic reviews are conducted.

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## **ARTICLE IX: EXAMPLES OF CONFLICTS OF INTEREST**

The following are examples of situations that may constitute conflicts of interest. This list is not exhaustive:

### **1. Business Transactions**

- A Board member owns a company that is being considered as a vendor or contractor for the Corporation.
- A Board member is employed by an organization that is competing for a grant from the same funder as the Corporation.

### **2. Personal Relationships**

- A Board member's spouse is being considered for employment by the Corporation.
- A Board member's family member is a principal in a company doing business with the Corporation.

### **3. Competing Interests**

- A Board member serves on the board of another organization with a similar mission that may compete for funding.
- A Board member's employer conducts research in the same field as the Corporation.

#### **4. Financial Benefits**

- A Board member receives compensation for consulting services provided to the Corporation beyond their Board service.

- A Board member receives gifts or special treatment from vendors or partners of the Corporation.

#### **5. Governance**

- A Board member has a close personal relationship with the President/Executive Director that might influence their judgment on employment or compensation matters.

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### **ARTICLE X: PERMITTED ACTIVITIES**

The following activities are generally NOT considered conflicts of interest, but should still be disclosed:

a) Uncompensated service on the Board or committees

b) Attendance at Corporation events open to the public

c) Receipt of Corporation publications or educational materials available to the general public

d) Reimbursement for reasonable expenses incurred in connection with Board service

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### **ARTICLE XI: ENFORCEMENT**

#### **1. Board Authority**

The Board of Directors has the authority to:

- Interpret this policy

- Determine whether a conflict of interest exists in a particular situation

- Take appropriate action to address conflicts of interest

- Amend this policy as necessary

#### **2. Consequences of Violations**

Failure to comply with this policy may result in:

- Removal from Board or committee

- Termination of employment (for employees)

- Rescission of the conflicted transaction

- Restitution of any benefits improperly received
- Other disciplinary action as deemed appropriate by the Board

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## ARTICLE XII: ANNUAL REVIEW

This policy shall be reviewed annually by the Board of Directors to ensure it remains current and effective.

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## CERTIFICATION

I, \_\_\_\_\_ [Print Name], hereby certify that:

1. I have received a copy of the Conflict of Interest Policy of Nexus Institute for Translational Research Inc.
2. I have read and understand the policy.
3. I agree to comply with the policy.
4. I understand that the Corporation is a charitable organization and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

**\*\*Signature:\*\*** \_\_\_\_\_

**\*\*Date:\*\*** \_\_\_\_\_

**\*\*Title/Position:\*\*** \_\_\_\_\_

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## ANNUAL CONFLICT OF INTEREST DISCLOSURE STATEMENT

**\*\*NEXUS INSTITUTE FOR TRANSLATIONAL RESEARCH INC.\*\***

**\*\*Reporting Period:\*\*** Calendar Year \_\_\_\_\_

**\*\*Name:\*\*** \_\_\_\_\_

**\*\*Position:\*\***  Director  Officer  Key Employee

**\*\*Date:\*\*** \_\_\_\_\_

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## INSTRUCTIONS

Please answer each question and provide explanations as requested. If you answer "yes" to any question, provide full details in the space provided or on an attached sheet. Your responses will be kept confidential to the extent permitted by law.

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## SECTION I: BUSINESS INTERESTS

**\*\*1. Are you, or is any family member, an officer, director, trustee, partner, employee, or agent of any organization that:\*\***

a) Does business with the Corporation or is seeking to do business with the Corporation?

Yes  No

If yes, identify the organization and relationship:

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b) Is in competition with the Corporation or provides similar services?

Yes  No

If yes, identify the organization and relationship:

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**\*\*2. Do you, or does any family member, have a significant financial interest (ownership or investment) in any organization that does business with the Corporation or is seeking to do business with the Corporation?\***

Yes  No

If yes, identify the organization and nature of interest:

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## SECTION II: COMPENSATION AND BENEFITS

**\*\*3.** Do you, or does any family member, receive compensation (including consulting fees, honoraria, or other payments) from any organization that does business with the Corporation or is seeking to do business with the Corporation?**\*\***

Yes  No

If yes, provide details:

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**\*\*4.** Have you, or has any family member, received gifts, gratuities, or special treatment from any organization or individual that does business with the Corporation or is seeking to do business with the Corporation?**\*\***

Yes  No

If yes, describe the gifts or treatment received:

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## SECTION III: GRANTS AND FUNDING

**\*\*5.** Do you, or does any family member, serve as a principal investigator, co-investigator, or key personnel on any research project or grant that:**\*\***

a) Is funded by the Corporation or is seeking funding from the Corporation?

Yes  No

If yes, provide details:

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b) Competes with or overlaps with research conducted by the Corporation?

Yes  No

If yes, provide details:

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#### SECTION IV: OTHER AFFILIATIONS

**\*\*6. Do you serve on the board of directors, advisory board, or in any leadership capacity for any other organization in the fields of:\*\***

- Infectious disease research
- Translational medicine
- Women in STEM
- Public health
- Biomedical research

Yes  No

If yes, list all such organizations and your role:

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**\*\*7. Are you aware of any other relationships, interests, or circumstances that could create an actual, potential, or perceived conflict of interest with your duties to the Corporation?\***

Yes  No

If yes, explain:

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#### CERTIFICATION

I certify that the information provided above is complete and accurate to the best of my knowledge. I agree to promptly disclose to the Board of Directors any actual or potential conflicts of interest that may arise during the year.

I understand that this disclosure is intended to help the Corporation identify potential conflicts of interest and does not necessarily indicate that a conflict exists or that any disclosed relationship is inappropriate.

**\*\*Signature:\*\*** \_\_\_\_\_

**\*\*Date:\*\*** \_\_\_\_\_

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**\*\*FOR BOARD USE ONLY:\*\***

Date Received: \_\_\_\_\_

Reviewed By: \_\_\_\_\_

Action Taken (if any): \_\_\_\_\_

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**\*\*END OF CONFLICT OF INTEREST POLICY AND DISCLOSURE STATEMENT\*\***