

Conflicts of Interest and Commitment Policy

Education Development Center, Inc. (EDC)

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Conflicts of Interest and Commitment Policy

Purpose

Education Development Center, Inc. (“EDC”), assumes that its employees will act with the highest level of personal responsibility, integrity, and commitment to EDC. Complex situations can arise involving potential conflicts—or the appearance of conflict—that require attention and specialized knowledge. This policy assumes that most potential conflicts of interest or commitment can be managed properly if the facts are disclosed fully as soon as they are known. This policy applies to all EDC employees, including full-time, part-time, and/or casual (includes temporary employees not hired through an agency).

Introduction

Conflicts of interest or commitment can be managed if identified and fully disclosed as soon as possible. The appropriate management of conflicts does the following:

- Protects the credibility and integrity of EDC as a recipient of funding by federal agencies, state and local governments and agencies, and private organizations
- Promotes objectivity and establishes standards that provide a reasonable expectation that the design, conduct, and reporting of research and other work will be free from bias resulting from financial conflicts of interest
- Establishes the integrity of EDC’s decision-making process

This policy is applicable to all employees and covers all business transactions in which EDC is involved. This policy is designed to do the following:

- Explain in appropriate detail what constitutes a potential conflict of interest or commitment
 - Describe what an employee should do when they believe a conflict exists
 - Describe employee disclosure obligations
 - Describe the process EDC will use to review disclosed conflicts ([Appendix A](#))
 - Describe agency-specific requirements that are applicable to the National Science Foundation (NSF), the Public Health Service (PHS), and certain other funders ([Appendix B](#)).
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Please note that many of the topics addressed in this policy are also included in EDC's [Code of Business Conduct](#). For issues related to procurement integrity, please refer to EDC's [Procurement Policy](#). For matters involving staff engaging in work outside of EDC, please reference the [\(Appendix F\)](#)

Conflict of Interest Procedure and Process

What to Disclose

Significant Financial Interest

Activities involving **Significant Financial Interests** are presumed to present a conflict of interest. Employees must disclose Significant Financial Interests of themselves and of their spouse, domestic partner, and dependent child(ren) only when that financial interest is:

- Reasonably related to or affected by the employee's research or other EDC institutional responsibilities for EDC, or
- In an organization that would reasonably appear to be affected by or benefit from the research or work performed by the employee

A "Significant Financial Interest" means anything of monetary value, including, but not limited to the following:

- Financial or equity interests (e.g., stocks, stock options, or other non-ownership interest loans, leases, or honoraria)
- Income received from intellectual property rights (e.g., patents, copyrights, and royalties)
- For PHS-funded research **only**: Travel costs paid for or reimbursed by an entity other than EDC as listed below:
 - Federal, state, or local government agency
 - Institution of higher education as defined in 20 U.S.C. § 1001(a)
 - Academic teaching hospital
 - Medical center or a research institute that is affiliated with an institution of higher education
 - For NSF- and NASA-funded research only: Venture or other capital financing must be reported.
- For NSF or NASA-funded research: Significant financial interest includes venture capital financing.

"Significant Financial Interests" do NOT include the following:

- Salary, royalties, or other remuneration from EDC
- Income from investments, such as mutual funds and retirement accounts, unless directly controlled by a person or entity who has a relationship with EDC or its work
- Financial interests in a publicly or non-publicly traded entity that in the 12 months preceding and on the date of disclosure, when aggregated, do not exceed \$5,000

- Income from seminars, lectures, or teaching engagements; service on advisory or review panels; and/or travel reimbursed or sponsored by a federal, state, or local government agency, an institution of higher education, an academic teaching hospital, or a medical center or a research institute that is affiliated with an institution of higher education

Outside Employment and Independent Consultant

Employees that engage in professional work outside of EDC must follow EDC's Non-EDC Employment and Other Opportunities ([Appendix F](#)). Typically, there are two ways employees do so:

1. Through establishing a legal entity in which the employee is a stakeholder, has ownership, or holds a leadership role ("Independent Consultant")
2. By working directly or consulting for another organization ("Outside Employment")

All Independent Consultancies must be disclosed immediately. Outside Employment that is reasonably related to EDC's work must be disclosed prior to commencing the work.

Other Conflict of Interest

Business Transactions. An employee may be involved in an EDC business transaction, whether solely or as a member of a group, with an entity that the employee, or the employee's family member, has an involvement in. This could result in inappropriate outcomes or the appearance of impropriety for EDC and/or the employee. Some examples of tasks that an employee could be responsible for and the employee or the employee's family members be involved in may include the following:

- Initiating, making the recommendation for, or approving a purchase, contract, or award
- Recommending or selecting a vendor or contractor
- Drafting or negotiating the terms of such transaction
- Using EDC's confidential or proprietary information
- Authorizing or making payments from EDC accounts

These types of conflicts of interest may include not only transactions for EDC's procurement of goods and services, but also the disposition of EDC property and the provision of services or space by EDC.

Personal Interest or Duality of Interests. An employee may have divided loyalties when they have a personal interest or is in a position of influence in another organization that might conflict with the interest of EDC. As such, when an employee takes part in a decision, it appears that they may be unable to remain impartial in choosing between the interest of EDC and their personal interest. The result may be the appearance of a lack of integrity in EDC's decision-making process.

For example, an employee has a personal interest or is in a position of influence (i.e., director, officer or board member) in an organization that collaborates, conducts business, or competes with EDC. A conflict of interest may arise if that employee is involved in the decision-making process in both organizations.

If there is any doubt about whether a significant financial interest or other conflict of interest exists, employees should err on the side of disclosing the interest. It is important to note that a disclosure will not have a negative effect on your employment so long as it is properly managed.

If you have any questions about your own conflicts, a potential conflict of others, perceptions of conflicts, or the disclosure process, please contact Christine Filosa, General Counsel of the Office of Legal Affairs, or your Human Resources representative.

When to Disclose

1. At Hire – New employees must submit a Conflict of Interest Disclosure Statement when they are hired.
2. Annually – Employees must submit a Conflict of Interest Disclosure Statement in January of each year, even if there are no changes from the prior year.
3. When a new Significant Financial Interest or Other Conflict of Interest arises – Employees must update their last submitted Conflict of Interest Disclosure Statement before or as soon as possible after the Significant Financial Interest or Other Conflict of Interest arises—but in no case later than 30 days after the interest arises.

Note: Such an interest may arise as a result of new interests acquired by the employee (e.g., the acquisition of new assets or income sources through purchase, marriage, or inheritance) or as a result of new responsibilities at EDC (e.g., participation in a research activity funded by an entity in which the employee has a significant financial interest). If possible, a new significant financial interest or other conflict of interest should be disclosed *before* the interest arises to minimize disruption of the activities of the employee and EDC.

4. Prior to the employee engaging in Outside Employment (following the disclosure requirements in the Non-EDC Employment and Other Opportunities- [Appendix F](#)).
5. Upon the employee establishing themselves as an Independent Consultant (following the disclosure in the Non-EDC Employment and Other Opportunities- [Appendix F](#)).
6. Prior to submitting a proposal to a PHS agency, NSF, or any other sponsor that has adopted the PHS financial disclosure requirements.* Employees meeting the definition of “Investigator” must update their Conflict of Interest Disclosure Statement before submitting a proposal to a PHS Agency, NSF, or any other sponsor that has adopted the PHS financial disclosure requirements, whether EDC is the prime applicant or a subrecipient to an organization that is a prime applicant. Certificates of completed employee disclosures must be received by OSP prior to proposal submission. Proposals may not be submitted without proof of completion of all employee Investigator disclosures.
7. As required by the specific terms and conditions of a contract award (e.g., FAR 52.203- 16), OSP will notify program staff when an unusual contract term (other than the conditions listed in Agency- Specific Requirements [Appendix B](#)).

*Agencies include but are not limited to (please check proposal/award terms):

PHS Agencies

Administration for Children and Families
 (ACF) Administration on Aging (AoA)
 Agency for Healthcare Research and Quality
 (AHRQ) Agency for Toxic Substances and Disease
 Registry (ATSDR) Centers for Disease Control and
 Prevention (CDC)
 Centers for Medicare & Medicaid Services
 (CMS) Federal Occupational Health (FOH)
 Food and Drug Administration (FDA)
 Health Resources and Services Administration
 (HRSA) Indian Health Service (IHS)
 National Institutes of Health (NIH)
 Substance Abuse and Mental Health Services
 Administration (SAMHSA)
 Public Health Service Commissioned Corps.

NSF

Alliance for Lupus Research
 (ALR) Alpha-1 Foundation
 American Asthma Foundation
 (AAF) American Cancer
 Society (ACS) American Heart
 Association (AHA) American
 Lung Association (ALA)
 Arthritis Foundation (AF)
 Juvenile Diabetes Research Foundation
 (JDRF) Lupus Foundation of America
 (LFA)
 Susan G. Komen for the
 Cure CurePSP
 Patient-Centered Outcomes Research Institute
 (PCORI)

Non-PHS HHS Agencies

Administration for Community Living (ACL)
 Biomedical Advanced Research & Development
 Authority (BARDA)
 Office of Global Affairs (OGA)
 Office of Minority Health Resources Center
 (OMH) Office of Population Affairs (OPA)
 Office of Public Health & Science (OPHS)
 Office of Research Integrity (ORI)
 Office of Research on Women's Health (OWH)
 Office of the Assistant Secretary for Health
 (OASH)
 Office of the Assistant Secretary for Planning & Evaluation (ASPE)
 Office of the Assistant Secretary for Preparedness &
 Response (ASPR)
 Advanced Research Projects Agency for Health (ARPA-H)

How To Disclose:

Employees must complete the [Conflict of Interest Disclosure Statement](#) on the EDC intranet at the times described in [the When to Disclose](#) section. Employees must complete a training on the EDC Conflicts of Interest and Commitment Policy each year prior to completing their annual disclosure statement.

Process for Disclosure Once Submitted:

The Compliance Review Committee (CRC) shall review all disclosures to determine appropriate next steps. If the CRC determines that a conflict does exist, it shall present the employee with its determination for managing the conflict. For further details related to the CRC process, please see [Appendix A](#).

No expenditure of *newly* awarded funds may be made until the CRC either (1) determines that no conflict exists or (2) approves a management plan. Further details related to disclosures for awards funded by PHS, NSF, or any other sponsor that has adopted the PHS financial disclosure requirements are found in [Appendix B](#). For ongoing project work, if a new conflict emerges, the CRC will notify the employee if a management plan is required, which may include stopping work or other requirements, depending on the nature of the conflict.

All information disclosed by employees pursuant to this policy shall be shared only with those individuals or agencies necessary to fulfill the conflict of interest review and resolution policies of EDC or to comply with sponsor requirements. Confidential information may be disclosed to individuals affiliated with EDC who must consider conflicts of interest in the performance of their duties.

Confidential information may also be shared with federal or state government officials as required under the regulations of PHS, NSF, or other sponsoring agency, and as otherwise required by law or court order. Significant Financial Interests related to PHS funding may be publicly posted or presented. Please refer to [Appendix B](#) for PHS requirements.

Disciplinary Action for Conflict of Interest Violations

Potential, apparent, and actual conflicts of interest may arise as a natural part of an employee's engagement with the world outside EDC. The existence or development of a potential, apparent, or actual conflict of interest or commitment is not necessarily itself a violation of this policy. Failure to *disclose* such conflicts, however, is a violation of this policy.

An employee may be subject to disciplinary action, up to and including termination, for the failure to disclose a conflict; for the furnishing of false, misleading, or incomplete information; or for the failure to comply with the determination of the CRC.

Identifying and Disclosing Potential Conflicts of Commitment

Potential, perceived, or actual conflicts of commitment do not need to be disclosed via the Conflicts of Interest Disclosure Statement, but they must be disclosed to your supervisor, and if in their judgment it is necessary, discussed with the Human Resources Department and the Office of Legal Affairs.

Conflicts of commitment may arise when an employee has personal or other professional commitments that may interfere with the employee's institutional responsibilities to EDC. Conflicts of commitment may include, but are not limited to, the following examples:

- Self-employment (e.g., as a independent consultant or independent contractor) or working for another entity while employed by EDC. Employee must follow the Non-EDC Employment and Other Opportunities ([Appendix F](#)).
- Using office supplies or information technology systems to perform private consulting work or work for another employer
- Using materials owned by EDC, including intellectual property, for personal gain or to benefit a third party
- Participating in personal activities or volunteer opportunities that interfere with an employee's scheduled work hours

Organizational Conflicts of Interest (OCI)

When working with governmental agencies, awards and contracts, and partners or funders whose funding is from a governmental agency, EDC and its employees must comply with the obligations to identify, analyze, and address organizational conflicts of interest (OCI) that have the potential to impair EDC's judgment or objectivity in the performance of services or taint the integrity of the competitive acquisition process. An OCI may arise when, because of other relationships or circumstances, EDC (1) may be unable to render impartial advice or assistance to the Government, (2) could not perform the contract work without its objectivity being impaired, and/or (3) would have an unfair competitive advantage.

This OCI definition comprises three categories: (1) biased ground rules, (2) impaired objectivity, or (3) unequal access to information.

1. **Example of a biased ground rule** – EDC would be excluded from providing services if an EDC employee assisted in preparing any part of a work statement for a funder that will be used, in whole or in part, in competitively acquiring those services.
 - EDC performs a research study on the efficacy of drug prevention materials for teenagers, and the results of that study (along with recommendations) are incorporated as

requirements into a request for proposal (RFP) from SAMSHA* for drug prevention materials and training at certain middle schools throughout the United States.

2. **Example of impaired objectivity** – EDC’s ability to render impartial advice to the funder will be undermined or impaired by its relationship to the product or services being evaluated.
 - EDC has been tasked with evaluating curricula on early literacy that was developed by a partner/competitor organization, and EDC has its own curriculum on this same topic. The project requires EDC to objectively evaluate the efficacy of our competitor’s curriculum.
3. **Example of unequal access to information** – EDC gains access to nonpublic information through the performance of one federal contract that is competitively useful in obtaining a separate federal contract.
 - An EDC employee provides advisory and support services to NSF and in doing so gains access to NSF confidential information for an upcoming RFP for a large STEM contract.

OCIs frequently occur in the following activities:

- Management support or consulting services (General Services Administration GSA)
- Technical evaluation services
- Preparation of specifications or requirements
- Development of agency policy

OCIs, like traditional conflicts of interest (financial or other), may be mitigated. The examples above of biased ground rules and impaired objectivity are difficult to mitigate. The unequal access to information may be a bit easier to mitigate. As with all conflicts of interest, they should be disclosed to the CRC for its review and analysis.

All employees must disclose a potential OCI by contacting the General Counsel or other members of the CRC as soon as they discover a potential OCI. See Appendix A? for the process of the CRC related to disclosures. The CRC may determine that EDC must make a prompt and full written disclosure to the responsible contracting officer about the OCI.

Definitions

CRC – Compliance Review Committee: Committee that reviews disclosures made via the Conflict of Interest Disclosure Statement.

Employee – Refers to all EDC employees, including full-time, part-time, and/or casual (includes temporary employees not hired through an agency).

Independent Consultant – Working through a personal business entity.

Institutional responsibilities – An employee’s professional responsibilities on behalf of EDC.

*SAMHSA stands for the Substance Abuse and Mental Health Services Administration.

Investigator – The project director or principal investigator and any other person, regardless of title or position, who is responsible for the design, conduct, or reporting of EDC’s program activities.

NASA – National Aeronautics and Space Administration.

Non-publicly traded company – A non-publicly traded entity that does not offer or trade its company stock or shares to the general public on a stock exchange.

NSF – National Science Foundation.

Other Conflict of Interest – A situation in which an employee’s personal, professional, or family relationships, activities, or interests could influence, or appear to influence, the employee’s objectivity, judgment, or decision-making on behalf of EDC. This includes involvement in business transactions with entities connected to the employee or their family members, as well as personal interests or positions of influence in organizations that collaborate, compete, or conduct business with EDC.

Outside Employment – Any work performed by an EDC employee for another organization, whether paid or unpaid, either as an employee, a consultant, or a similar role.

PHS – Public Health Service.

Significant Financial Interest – Means anything of monetary value, including, but not limited to financial or equity interests (e.g., stocks, stock options, or other non-ownership interest loans, leases, or honoraria); income received from intellectual property rights (e.g., patents, copyrights, and royalties); and for PHS-funded research only, travel costs paid for or reimbursed by an entity other than EDC.

Sponsor – Any entity that provides support for any of EDC’s program activities.

Subaward, subawardee, subrecipient – A subaward is a formal written agreement made between EDC and another organization to perform a portion of a sponsored project. A subaward may be referred to as a “subcontract,” a “subgrant,” and/or a “subagreement.” EDC receives subawards from prime grantees and contractors, and also issues subawards to other organizations. An organization that receives a subaward is called a “subawardee” or “subrecipient.”

Venture capital – A form of private equity financing provided by a firm or funds for companies in the start-up or early stage or for emerging companies.

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Appendix A: Guidelines for Conflicts Review Committee

I. Purpose

These Compliance Review Committee (CRC) Guidelines (Guidelines) are intended to provide a basis for the consistent and efficient consideration and resolution of issues arising from a Conflict of Interest Disclosure Statements submitted to the CRC.

These Guidelines do not provide rigid rules for resolution of issues. The CRC shall consider all cases on their individual merits and shall interpret and apply these Guidelines in a manner that is in the interest of an appropriate resolution.

II. General

A. Composition

The CRC shall be composed of the Director of Human Resources, the General Counsel, and the Director of Corporate Compliance. Other project staff will be consulted as needed. A CRC member shall recuse themselves when the CRC is considering said member's completed disclosure statement.

B. Record Keeping

The Office of Legal Affairs (OLA) shall retain records of all disclosures received and all actions taken by the CRC for a period of six years starting from one of the following:

- The date of the disclosure to the CRC
- The date of the application to which it relates
- The date of termination or completion of the award or grant activity to which it relates, or the date of the submission of the final expenditure report to the relevant agency, whichever is later

The CRC shall submit a fiscal year summary report to the President.

III. Procedure for Review

- A. Within 30 business days of submission, the CRC shall review all disclosure forms submitted that indicate a potential conflict and, applying the guidelines set forth in this policy, determine whether there is a conflict of interest and if so to do one of the following: (1) approve work on the project, (2) approve with conditions, (3) request more information, or (4) determine that the conflict cannot be sufficiently managed. If the CRC conditionally approves a conflict, a notice detailing such action shall be sent to the employee.
- B. In all cases, the CRC shall provide a written response to the employee indicating its determination.
- C. Appeal of CRC determination:
 1. Circumstances for Appeal – If an employee has not received a response within the time frame provided in [Paragraph III.A](#), or if the employee is not satisfied with the decision of the CRC,

they may request that the matter be referred to the President of EDC within 30 business days of the time when the CRC decision was provided.

2. Determination by the President – The President or their designee, which shall be a person other than a member of the CRC, shall review the CRC decision and shall render a decision within 15 days. In reaching a decision, and as the President determines to be appropriate, the President or their designee may consult with the CRC, the person who brings the appeal, and any other person. The President’s (or their designee’s) decision will be final.

IV. Identifying and Resolving or Managing Conflicts

A. Identifying a Conflict of Interest

Not all financial interests with a connection to the institutional responsibilities of an employee necessarily result in a Significant Financial Interest or a conflict of interest. And not all business transactions, personal interests, or duality of interest will be deemed a conflict of interest.

In reviewing disclosures, the CRC must determine whether an employee’s Significant Financial Interest is related to their research or other institutional responsibilities and, if so, whether the Significant Financial Interest constitutes a financial conflict of interest.

The CRC may also decide whether an employee’s other conflict of interest results in inappropriate outcomes, the appearance of impropriety for EDC and/or the employee, or the appearance of a lack of integrity in EDC’s decision-making process.

For Significant Financial Interests

Step 1: The CRC shall determine whether a Significant Financial Interest is related to an employee’s research or other institutional responsibilities based upon whether such Significant Financial Interest (a) could be related to the research or institutional responsibilities or (b) is in an entity whose financial interest could be related to the research or institutional responsibilities.

Step 2: If the CRC determines that the Significant Financial Interest is so related, the CRC must then determine whether the Significant Financial Interest could directly and significantly affect the design, conduct, or reporting of an employee’s research or institutional responsibilities, and therefore is a conflict of interest. The CRC shall consider the following factors, but may also consider others:

- The nature of the Significant Financial Interest:

The CRC shall consider the nature of the financial interest. The CRC should consider, for example, the value of the financial interest; whether the financial interest is fixed (e.g., a fixed payment for services) or variable (e.g., equity interests); and the nature of the equity in which the financial interest exists (e.g., a large public diversified company versus a small private single-product company).

- The research and/or institutional responsibilities of the employee:

The CRC shall consider the extent to which the employee is responsible for the design, conduct, or reporting of research, conduct of educational activities, or other institutional functions that involve or are relevant to the entity in which the employee holds the financial interest, including the degree of responsibility over such activities and the ability to affect the integrity of the activities. The CRC shall also consider the nature of the EDC research or educational activity (e.g., whether it involves human research subjects).

- The possible impact of the Significant Financial Interest on the employee's research and/or institutional responsibilities:

The CRC shall consider, in light of the nature of the financial interest of the employee and their EDC responsibilities, the degree to which the financial interest would reasonably be expected to influence the employee's research, educational, or institutional activities.

The CRC shall consider, for example, how direct the relationship is between the financial interest and the research or educational activities; how significant the effect is or likely to be; and the degree to which the research, educational, or institutional activities of the employee can affect the employee's financial interest in the entity in which they have a financial interest.

For Other Conflicts of Interest

In reviewing other conflicts of interest, the CRC will determine whether an employee's other conflict of interest results in inappropriate outcomes, the appearance of impropriety for EDC and/or the employee, or the appearance of a lack of integrity in EDC's decision-making process. In its review, the CRC shall consider the technical impact to the program and project deliverables.

For Outside Employment or Independent Consultants

The CRC will follow the Non-EDC Employment and Other Opportunities ([Appendix F](#)).

B. Resolution or Management of Conflicts

1. Methods of Resolving a Conflict

The CRC may consider, but is not limited to, the following means of addressing conflicts through the development of a management plan and/or providing further direction. Among the ways to be considered are the following:

- Disclosure, which could include public disclosure (e.g., in all written publications and oral presentation), disclosure to other employees involved in the research or educational activity and to sponsors, and/or disclosure to human subjects
- Monitoring of the research or educational activity by independent reviewers (e.g., internal and/or external reviewers who would review abstracts and manuscripts, protocols, research results or conclusions, and other matters as appropriate)
- Modification of the research plan or educational activity to minimize potential bias (e.g., using multiple sites or blinding for minimization of bias in research)

- Disqualification or limitation on the employee's involvement in the research or educational activity (e.g., restriction from being principal investigator, from analyzing data, from determining whether potential subjects are eligible for enrollment, from soliciting consent, and/or from determining whether an adverse event report is required)
- Modification of the external activity (e.g., restriction on service as director or officer);
- Abstention by the employee from the external activity or severance of the relationship causing the conflict
- Reduction of or insulation from the financial interest (e.g., placement of stock in escrow until a specified date or requirement that options, warrants, etc., not be exercised without CRC consent)
- Divestment of the financial interest
- Recusal of the employee from the business transaction
- Recusal of the employee from the decision-making process
- Removal of the organization in which the employee has a personal interest from a bid or proposal as a potential vendor, partner or subawardee

In all cases, the employee will be required to submit confirmation of his or her agreement to the plan and annual reports to the CRC regarding compliance with the prescribed management plan. The CRC shall monitor employee compliance with the plan on an ongoing basis until the completion of the relevant project.

2. *Determination of How to Avoid or Manage a Conflict*

The determination of how to resolve a specific conflict should be the result of consideration of the interests of research and integrity, the institutional interests of EDC, and the individual interests of the employee. In particular, the CRC shall consider and balance the following factors:

- The severity of the conflict:
Resolution of a conflict in a manner that maintains research and integrity is of principal importance. Where necessary, the CRC shall consider requiring or accepting higher costs of conflict management; modification of the financial interest; modification of the work plan; or modification of the involvement of the employee in matters related to the research, the decision-making process, or certain business transactions. For less severe conflicts, the CRC shall consider measures that do not require such changes, such formal recusal from decision-making, or monitoring of the research to guarantee that the process is not affected.
- The difficulty of implementing effective mitigation measures:
The CRC shall consider limiting the involvement of the employee in the decision-making process or certain business transactions or requesting the employee to modify their financial interest, where alternative mitigation measures of the research or educational work plan are not feasible.
- The personal hardship to the employee:
The CRC shall attempt to avoid recommending that the employee divest a financial interest where divestiture of such financial interest would result in significant personal hardship to such individual, particularly where the financial interests pre-exist the conflicting EDC professional

responsibilities. When consistent with the person's professional obligations, in cases where the CRC determines divestiture to be an appropriate conflict mitigation measure, they shall also consider as an alternative offering the employee the option to limit the scope of the employee's involvement in the research or educational activity, in the decision-making process, or in certain business transactions.

- The importance of the involvement of the employee in the EDC research, educational or institutional activity, decision making, or business transaction.

The CRC may recommend that EDC adopt higher administrative costs for management of a conflict where the employee's involvement in the EDC research or educational activity, decision-making, or business transaction is critical (e.g., unique expertise). In such circumstances, the CRC may also consider modification of the research or educational activity as part of the measures to mitigate the conflict. Where involvement of the employee is critical, the CRC may also look to the employee to go to extra lengths to accommodate the institutional needs, such as minimizing or insulating the financial interest. Finally, the CRC may consider the removal of the organization in which the employee has a personal interest from the bid/proposal process and not allow such organization to collaborate or conduct business with EDC.

Whenever possible, and to the extent reasonable, the CRC shall consult with the employee and other relevant persons prior to recommending that the employee modify their financial interest; that the research or educational work plan be modified; that the involvement of the employee in the research or educational activity, the decision-making, or the business transaction be limited; or that the organization in which the employee has a personal interest be removed from the bid/proposal process.

Appendix B: Agency-Specific Requirements

I. Public Health Service (PHS) (42 C.F.R. § 50.600 et seq. and 45 C.F.R. § 94 et seq.)

A. Reporting Requirements of the Public Health Service

1. Certification by EDC – The Office of Sponsored Programs shall certify in each application for funding to a PHS agency that (a) there is in effect an up-to-date, written, and enforced administrative process to identify and manage financial conflicts of interest with respect to all research projects for which funding is sought or received from the PHS agency; (b) EDC shall promote and enforce Investigator compliance with the PHS requirements including those pertaining to disclosure of Significant Financial Interests; (c) EDC shall manage financial conflicts of interest and provide initial and ongoing Financial Conflict of Interest Reports to the PHS funding agency consistent with the reporting requirements listed below; (d) EDC agrees to make information available, promptly upon request, to the Department of Health and Human Services relating to any Investigator disclosure of financial conflicts of interest and EDC’s review of and response to such disclosure, whether or not the disclosure resulted in EDC’s determination of a financial conflict of interest; and (e) EDC will otherwise comply with the PHS Financial Conflict of Interest regulations.
2. Financial Conflict of Interest Reports – Prior to EDC’s expenditure of any funds under a PHS-funded research project, EDC will provide to the PHS funding agency a Financial Conflict of Interest Report regarding any Investigator’s Significant Financial Interest found by EDC to be conflicting and ensure that EDC has implemented a management plan in accordance with the PHS Financial Conflict of Interest regulations. If EDC eliminates a financial conflict of interest prior to expenditure of PHS-awarded funds, it need not submit a Financial Conflict of Interest Report to the PHS funding agency.
3. Report of Conflicts that Arise After Award:
 - a. If an employee discloses the existence of a new Significant Financial Interest after the award of funding by a PHS agency, within sixty (60) days the CRC shall review and determine whether the interest is related to PHS-funded research and whether a financial conflict of interest exists, and if so, the CRC shall take action to manage or resolve the conflict, and EDC shall then submit a Financial Conflict of Interest Report to the PHS funding agency.
 - b. If an employee discloses the existence of a Significant Financial Interest after the time period required by this policy or if the disclosed Significant Financial Interest was not previously reviewed during an ongoing PHS-funded research project (e.g., was not timely reviewed or reported by a subrecipient), within sixty (60) days, the CRC shall review and determine whether the interest is related to PHS-funded research and whether a Financial Conflict of Interest exists. If so, the CRC shall take action to manage or resolve the conflict. EDC shall also file a Financial Conflict of Interest Report with the PHS funding agency.
4. Financial Conflict of Interest Reports – Any Financial Conflict of Interest Report required under paragraphs 2 and 3 above shall include sufficient information to enable the PHS funding agency to understand the nature and extent of the financial conflict and to assess the appropriateness of

EDC's management plan. Elements of the report shall include, but are not necessarily limited to, the following:

- Funding agency;
- EDC project number;
- Project title;
- Federal award number or, if for a subaward, the identifier assigned to the subaward by the prime awardee;
- Project director/principal investigator (as defined by PHS regulations);
- Name of the Investigator with the financial conflict of interest;
- Name of the entity with which the Investigator has the financial conflict of interest;
- Nature of the financial interest (e.g., equity, consulting fee, travel reimbursement, honorarium);
- Value of the financial interest (dollar ranges permissible: \$0–\$4,999; \$5,000–\$9,999; \$10,000–\$19,999; amounts between \$20,000 and \$100,000 by increments of \$20,000; amounts above \$100,000 by increments of \$50,000), or a statement that the interest is one whose value cannot be readily determined through reference to public prices or other reasonable measures of fair market value;
- A description of how the financial interest relates to the PHS-funded research and the basis for EDC's determination that the financial interest conflicts with such research; and
- A description of the key elements of EDC's management plan, including:
 - Role and principal duties of the conflicted Investigator in the research project;
 - Conditions of the management plan;
 - How the management plan is designed to safeguard objectivity in the research project;
 - Confirmation of the Investigator's agreement to the management plan;
 - How the management plan will be monitored to ensure Investigator compliance; and
 - Other information as needed.

For any financial conflict of interest previously reported by EDC with an ongoing PHS-funded research project, EDC shall, for the duration of the project, provide an annual financial conflict of interest report that addresses the status of the financial conflict of interest and any changes to the management plan, and specifying whether the financial conflict of interest is still being managed or explain why it no longer exists.

5. Retrospective Review:

- a. Whenever a financial conflict of interest is not identified or managed in a timely manner, including the failure of an employee to comply with the requirement to disclose a Significant Financial Interest determined by the CRC to be a financial conflict of interest, the failure of the CRC to review or manage a financial conflict of interest, or the failure of an Investigator to comply with a financial conflict of interest management plan, EDC shall, within 120 days of the CRC's determination of noncompliance, complete a retrospective review of the Investigator's

activities and the PHS-funded research project to determine whether any PHS-funded research, or portion thereof, conducted during the time period of the noncompliance, was biased in the design, conduct, or reporting of such research.

- b. EDC shall document the retrospective review, including, but not necessarily limited to, the following key elements:
 - Funding agency;
 - EDC project number;
 - Federal award number or, if for a subaward, the identifier assigned to the subaward by the prime awardee;
 - Project title;
 - Project director/principal investigator or contact project director/ principal investigator;
 - Name of the Investigator with the financial conflict of interest;
 - Name of the entity with which the Investigator has a financial conflict of interest;
 - Reason(s) for the retrospective review;
 - Detailed methodology used for the retrospective review (e.g., methodology of the review process, composition of the review panel, documents reviewed);
 - Findings of the review; and
 - Conclusions of the review.
 - c. Based on the results of the retrospective review, if appropriate, EDC shall update the previously submitted Financial Conflict of Interest Report, specifying the actions that will be taken to manage the financial conflict of interest going forward.
 - d. If bias is found, EDC is required to notify the PHS funding agency promptly and submit a mitigation report, including, at a minimum, key elements documented in the retrospective review above and a description of the impact of the bias on the research project and EDC's plan of action or actions taken to eliminate or mitigate the effect of the bias (e.g., impact on the research project; extent of harm done, including any qualitative and quantitative data to support any actual or future harm; analysis of whether the research project is salvageable).
6. To the extent EDC maintains a policy on financial conflicts of interest that includes standards that are more stringent than those required by PHS financial conflicts of interest regulations for grants, cooperative agreements, and contracts (42 C.F.R. § 50.600 et seq.; 45 C.F.R. § 94 et seq.), EDC shall adhere to its more stringent policy and shall provide reports regarding identified financial conflicts of interest to the PHS funding agency in accordance with EDC's own standards and within the time frames prescribed above.

C. Investigator Training

1. PHS-funded research Investigators are required to complete training regarding EDC's policy on financial conflicts of interest; the Investigator's responsibilities regarding disclosure to EDC of Significant Financial Interests; and the PHS financial conflict of interest regulations for grants, cooperative agreements, and contracts found at 42 C.F.R. § 50.600 et seq.; 45 C.F.R. § 94 et seq.

prior to engaging in research related to any PHS-funded grant, cooperative agreement, or contract. This training must be repeated every four years.

2. Investigators must receive training immediately when any of the following circumstances apply:
 - EDC revises its financial conflict of interest policies or procedures in any manner that affects the requirements of Investigators;
 - An Investigator is new to EDC; or
 - EDC finds that an Investigator is not in compliance with EDC's financial conflict of interest policy or management plan.

D. Information Publicly Available

EDC shall make the following information publicly accessible:

1. Conflict of Interest Policy – PHS-funding recipients must make available an up-to-date, written enforced policy on financial conflicts of interest that complies with the PHS financial conflicts of interest regulations for grants, cooperative agreements, and contracts (42 C.F.R. § 50.600 et seq.; 45 C.F.R. § 94.4 et seq.) via a publicly accessible website. In the event EDC is without such a publicly accessible website, EDC shall make its written policy available to any requestor within five (5) business days of a request.
2. Information on Identified Financial Conflicts of Interest – Significant Financial Interests determined to be financial conflicts of interest held by Senior/Key Personnel must be made available to any requestor via written response within five days of request.
 - a. Information made available shall include, at a minimum, the following: the Investigator's name, the Investigator's title and role with respect to the research project, the name of the entity in which the Significant Financial Interest is held, the nature of the Significant Financial Interest, and the approximate dollar value or range of the Significant Financial Interest, or a statement that the interest is one whose value cannot be readily determined through reference to public prices or other reasonable measures of fair market value.
 - b. EDC will note that the information provided is current as of the date of the correspondence and is subject to updates, on at least an annual basis and within 60 days of EDC's identification of a new financial conflict of interest, which should be requested subsequently by the requestor.
 - c. Information under this section shall remain available for at three years from the date the information was most recently updated.

E. Subrecipient Investigator Requirements

If EDC carries out PHS-funded research through a subrecipient (e.g., subgrantees, subcontractors, consortium members, collaborators, or consultants responsible for the design, conduct, or reporting of research funded by the PHS, or proposed for such funding), EDC must take reasonable steps to ensure that any subrecipient Investigator complies with the PHS financial conflicts of interest

regulations for grants, cooperative agreements, and contracts (42 C.F.R. § 50.600 et seq.; 45 C.F.R. § 94 et seq.) by:

1. Incorporating as part of a written agreement with the subrecipient terms that establish whether the EDC financial conflicts of interest policy or that of the subrecipient will apply to the subrecipient's investigators:
 - a. If the subrecipient's Investigators must comply with the subrecipient's financial conflicts of interest policy, the subrecipient shall certify as part of its written agreement with EDC that its policy complies with 42 C.F.R. § 50.600 et seq. and 45 C.F.R. § 94 et seq. If the subrecipient cannot provide such certification, the agreement shall state that subrecipient Investigators are subject to EDC's financial conflict of interest policy for disclosing Significant Financial Interests that are directly related to the subrecipient's work for EDC.
 - b. In either case, the written agreement between EDC and the subrecipient shall specify time period(s) for the subrecipient to submit all Investigator disclosures of Significant Financial Interests to EDC. Such time period(s) shall be sufficient to enable EDC to comply timely with its review, management, and reporting obligations.
2. Providing Financial Conflict of Interest Reports to the PHS funding agency regarding all financial conflicts of interest of all subrecipient Investigators prior to the expenditure of funds and within sixty (60) days of any subsequently identified financial conflict of interest.

II. National Science Foundation (NSF Chapter IX: Recipient Standards – Proposal & Award Policies & Procedures Guide)

- D. EDC is required to maintain an appropriate written and enforced policy on conflict of interest and that all conflicts of interest for each award be managed, reduced, or eliminated prior to the expenditure of the award funds and take reasonable steps to ensure that:
 - a. The entity has its own policies in place that meet the NSF conflict of interest policy requirements; or
 - b. Investigators working for such entities follow the EDC conflict of interest policies.
- E. Each investigator must disclose all significant financial interests of the investigator (including those of the investigator's spouse and dependent children): (i) that would reasonably appear to be affected by the research or educational activities funded or proposed for funding by NSF; or (ii) in entities whose financial interests would reasonably appear to be affected by such activities.
- F. Investigators must provide all required financial disclosures at the time the proposal is submitted to NSF and update those financial disclosures during the period of the award, either on an annual basis, or as new reportable significant financial interests are obtained.
- G. EDC will keep NSF's Office of the General Counsel (OGC) appropriately informed if the organization finds that it is unable to satisfactorily manage a conflict of interest and if the organization finds that research will proceed without the imposition of conditions or restrictions when a conflict of interest exists.

III. National Aeronautics and Space Administration (Section 29.7, Conflicts of Interest Policy, of the NASA Grant and Cooperative Agreement Manual (GCAM))

- A. EDC is required to maintain a written and enforced policy addressing COI and is responsible for ensuring that (1) subaward recipients have their own policies in place that meet the requirements of NASA's COI policy or (2) investigators working for subaward recipients follow the COI policies of the pass-through entity.
- B. Investigators who are planning to participate in NASA-funded research must disclose to the institution's designated official(s) the investigator's significant financial interests no later than the time of application for NASA-funded research. Disclosures must be updated during the award's period of performance, either on an annual basis, or as new reportable significant financial interests are obtained.
- C. Prior to the expenditure of any funds under a NASA-funded research award, EDC shall notify the NASA Grant Officer(s) listed on the related award(s) in writing of any COI that cannot be satisfactorily managed, reduced, or eliminated in accordance with EDC's policy. In cases in which an institution identifies a COI and manages, reduces, or eliminates it prior to the expenditure of NASA-awarded funds, the institution shall not submit a COI notification to NASA.

After the expenditure of award funds, EDC shall notify NASA within 60 days of any subsequently identified COI that cannot be managed, reduced, or eliminated.

Appendix C: Forms

This appendix includes the forms required to be completed by various individuals under the Conflicts of Interest and Commitment Policy:

- Conflict of Interest Disclosure Statement
- Subrecipient Research Conflict of Interest Certification Form

Conflict of Interest Disclosure Statement

Name: _____

All EDC employees are required to disclose Significant Financial Interests of themselves, their spouse, domestic partner, and dependent child(ren) where that financial or other interest may be (1) reasonably related to or affected by the employee's research or other institutional responsibilities for EDC, or (2) in any organization that would reasonably appear to be affected by or benefit from the research or work performed by the employee. Employees must also disclose all Other Conflicts of Interest. If you are uncertain whether you have a conflict of interest, please report it and let EDC make the appropriate determination.

Employees are NOT required to disclose Significant Financial Interests NOT reasonably related to or affected by their EDC work or other responsibilities.

Failure to disclose may result in disciplinary action, including, but not limited to, termination from employment.

“Significant Financial Interest” means anything of monetary value, including, but not limited to, financial or equity interest (e.g., stocks, stock options, or other non-ownership interests); intellectual property rights (e.g., patents, copyrights, and royalties from such rights); and reimbursed or sponsored travel (by an entity other than EDC).

“Significant Financial Interests” do NOT include the following:

1. Salary, royalties, or other remuneration from EDC
2. Income from investments, such as mutual funds and retirement accounts, unless directly controlled by a person or entity who has a relationship with EDC or its work
3. Income from seminars, lectures, or teaching engagements; service on advisory or review panels; and/or travel reimbursed or sponsored by a federal, state, or local government agency, an institution of higher education as defined at 20 U.S.C. § 1001(a), an academic teaching hospital, a medical center, or a research institute that is affiliated with an institution of higher education
4. Financial interests in a publicly or non-publicly traded entity that in the twelve (12) months preceding and on the date of this disclosure, when aggregated, do not exceed \$5,000

Significant Financial Interests

Question 1. During the preceding twelve (12) months, did you, your spouse, domestic partner, and/or your dependent child(ren) have a Significant Financial Interests (e.g., stocks, stock options, or other non-ownership interests) from a publicly traded entity, that when aggregated, exceeds \$5,000, and is reasonably related to or affected by your EDC work or responsibilities?

Yes No If yes, please explain the interest and its value.

Question 2. During the preceding twelve (12) months, did you, your spouse, domestic partner, and/or your dependent child(ren) have a Significant Financial Interest from a non-publicly traded entity, that, when aggregated, exceeds \$5,000, and is reasonably related to or affected by your EDC work or responsibilities?

Yes No If yes, please explain the interest and its value.

Question 3. During the preceding twelve (12) months did you, your spouse, domestic partner, and/or your dependent child(ren) receive income related to rights and interests in intellectual property (e.g., patents, copyrights) and is reasonably related to or affected by your EDC work or responsibilities?

Yes No If yes, please describe the rights or interests and the value of the income.

Question 4. During the preceding twelve (12) months, if you participated in PHS-funded research, did you receive any reimbursement or have any sponsored travel paid on your behalf related to your institutional responsibilities? You do not need to include travel reimbursed or sponsored by EDC; federal, state, or local government agencies; or any institution of higher education.

Yes No N/A If yes, describe the purpose of the trip, the identity of the sponsor/organizer, the destination, and the duration. Provide the monetary value of the travel that was reimbursed or sponsored, if known.

Organizational Conflicts of Interest (OCI)

When working with governmental agencies, awards and/or contracts, and partner/funders whose funding is from a governmental agency, EDC and its employees must comply with the obligations to identify, analyze, and address organizational conflicts of interest (OCI) that have the potential to impair EDC’s judgment or objectivity in the performance of services or taint the integrity of the competitive acquisition process. An OCI may arise when, because of other relationships or circumstances, EDC (1) may be unable to render impartial advice or assistance to the government, (2) could not perform the contract work without its objectivity being impaired, and/or (3) would have an unfair competitive advantage.

Question 5. During the preceding twelve (12) months did you have any organizational conflict of interest?

Yes No If yes, please describe the organizational conflict of interest.

Other Conflicts of Interests

Business Transactions. An employee may be involved in an EDC business transaction, whether solely or as a member of a group, that results in inappropriate outcomes or the appearance of impropriety for EDC and/or the employee. These types of conflicts of interest may include not only transactions for EDC’s procurement of goods and services, but also the disposition of EDC property and the provision of services or space by EDC.

Personal Interest/Duality of Interests. An employee may have divided loyalties when the employee has a personal interest (e.g., is in a position of influence in another organization) that might conflict with the interest of EDC (“Duality of Interest”) so that when the employee takes part in a decision it appears that they may be unable to remain impartial in choosing between the interest of EDC and their personal interests. The result may be the appearance of a lack of integrity in EDC’s decision-making process.

Question 6. During the preceding twelve (12) months did you have any Other Conflict of Interest?

Yes No If yes, please describe the conflict of interest.

Outside Employment

Question 7. Do you intend to engage in Outside Employment, meaning the performance of any work for another organization—paid or unpaid—either as an employee, a consultant, or a similar role that is reasonably related to EDC’s work.

Yes No If yes, please provide the information requested in the Non-EDC Employment and Other Opportunities ([Appendix F](#)).

Independent Consultant

Question 8. Do you intend to establish an Independent Consultancy, meaning establishing a legal entity in which you are a stakeholder, have ownership, or hold a leadership role.

Yes No If yes, please provide the information requested in the Non-EDC Employment and Other Opportunities ([Appendix F](#)).

Question 9. Is there anything else that has not been asked for in this disclosure form that you believe EDC should know, e.g., previous or current employment by a competitor or vendor or supplier of EDC, previous or active membership on the Board of a competitor, partner or potential partner, or vendor or supplier of EDC, etc.

Yes No If yes, please describe the conflict of interest

In submitting this form, I certify that the above information is true and complete, and that I have read EDC's Conflict of Interest and Commitment Policy. By my signature, I acknowledge that I am submitting this information for review by authorized EDC personnel.

Signature

Printed Name

Date

Appendix D- Subrecipient Research Conflict of Interest Certification Form

Education Development Center, Inc. (EDC), must ensure that subrecipients (subawardees or consortium members) disclose to EDC any Significant Financial Interests that would reasonably appear to be reasonably related to or affected by their research work for EDC.

“Significant Financial Interest” means anything of monetary value, including, but not limited to, salary or other payments for services (e.g., consulting fees or honoraria); equity interests (e.g., stocks, stock options, or other ownership interests); intellectual property rights (e.g., patents, copyrights, and royalties from such rights); and reimbursed or sponsored travel (by an entity other than EDC).

Note that any equity interest in a non-publicly traded entity that is reasonably related to or affected by your EDC work must be disclosed.

“Significant Financial Interests” do NOT include:

1. Salary, royalties, or other remuneration from a Subrecipient
2. Income from investments, such as mutual funds and retirement accounts, unless directly controlled by a person or entity who has a relationship with Subrecipient, or its work
3. Income from seminars, lectures, or teaching engagements; service on advisory or review panels; and/or travel reimbursed or sponsored by a federal, state, or local government agency, an institution of higher education as defined at 20 U.S.C. § 1001(a), an academic teaching hospital, a medical center, or a research institute that is affiliated with an institution of higher education
4. Financial interests in a publicly traded entity that in the twelve (12) months preceding and on the date of this disclosure, when aggregated, do not exceed \$5,000
5. Non-equity financial interests in a non-publicly traded entity that in the twelve (12) months preceding, when aggregated, do not exceed \$5,000

Subrecipient, _____, hereby certifies that (check one):

- Subrecipient investigators have NO Significant Financial Interests (a) that would reasonably appear to be reasonably related to or affected by the research in connection with which the subrecipient is, or is proposed to be, an EDC subrecipient or (b) in any entity whose financial interests would reasonably appear to be reasonably related to or affected by such research.
- Subrecipient investigators have Significant Financial Interests (a) that would reasonably appear to be reasonably related to or affected by the research in connection with which the subrecipient is, or is proposed to be, an EDC subrecipient or (b) in the following entity whose financial interests would reasonably appear to be reasonably related to or affected by such research.

If the Subrecipient discloses a Significant Financial Interest, they must include sufficient information to enable EDC to understand the nature and extent of the financial conflict, and to assess the appropriateness of the Subrecipient's management plan. The Subrecipient must attach the following information to this form:

- Funding agency
- EDC project number
- Project title
- Federal award number or, if for a subaward, the identifier assigned to the subaward by the prime awardee
- Project director/principal investigator name
- Name of the Investigator with the financial conflict of interest
- Name of the entity with which the Investigator has the financial conflict of interest
- Nature of the financial interest (e.g., equity, consulting fee, travel reimbursement, honorarium);
- Value of the financial interest (dollar ranges are permissible: \$0–\$4,999; \$5,000–\$9,999; \$10,000–\$19,999; amounts between \$20,000 and \$100,000 by increments of \$20,000; amounts above \$100,000 by increments of \$50,000), or a statement that the interest is one whose value cannot be readily determined through reference to public prices or other reasonable measures of fair market value
- A description of how the financial interest relates to the research and the basis for the Subrecipient's determination that the financial interest conflicts with such research
- A description of the key elements of the Subrecipient's management plan, including:
 - Role and principal duties of the conflicted Investigator in the research project
 - Conditions of the management plan
 - How the management plan is designed to safeguard objectivity in the research project
 - Confirmation of the Investigator's agreement to the management plan
 - How the management plan will be monitored to ensure Investigator compliance
 - Other information as needed

The Subrecipient may not expend any funds until the EDC Agreement Officer has notified the Subrecipient in writing that its plan to mitigate the conflict is acceptable.

Note: Your statements are considered continuing representations. You must promptly notify EDC if any of your representations cease to be fully accurate.

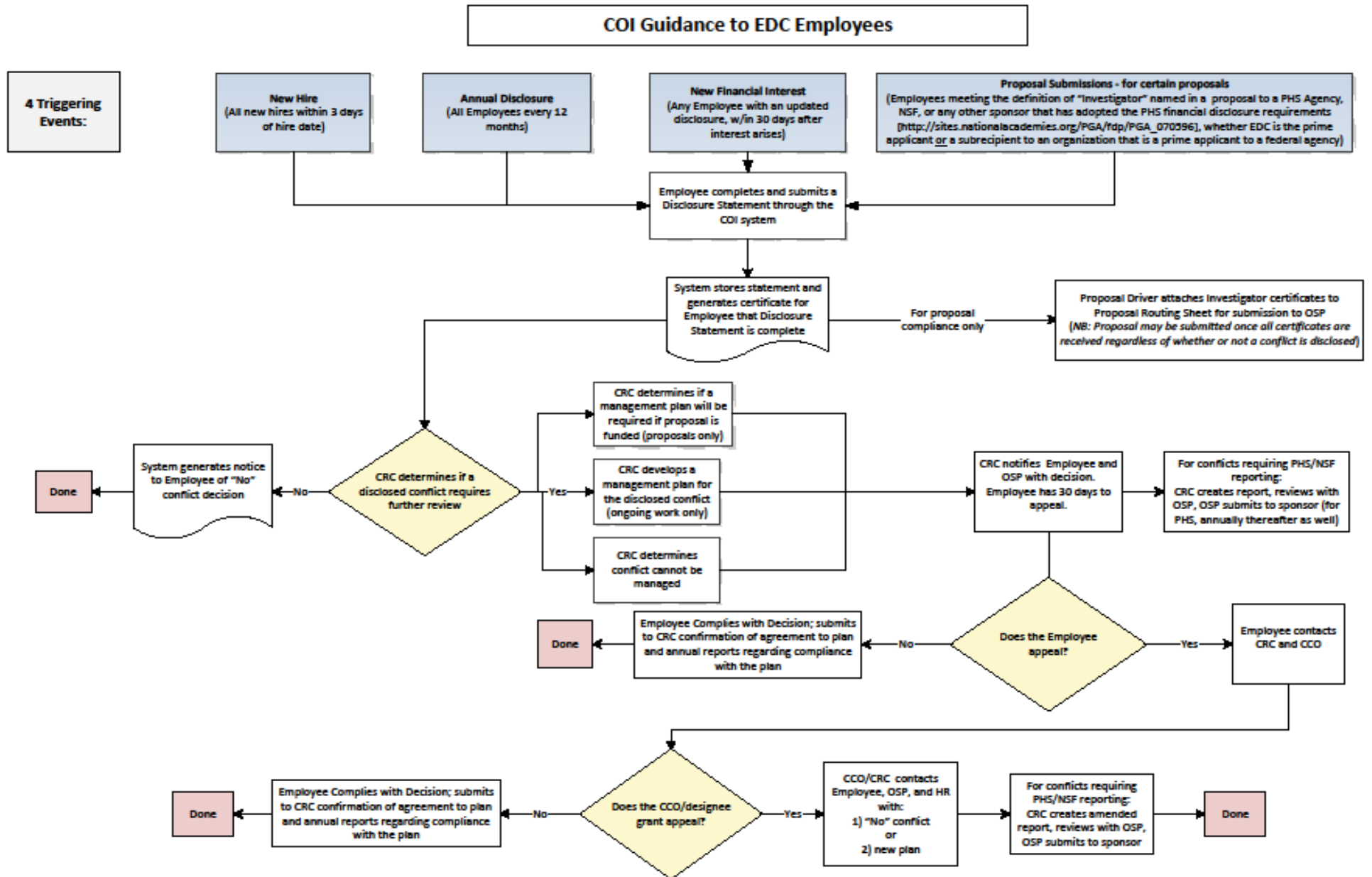
EDC will rely upon your representations when making certifications to the U.S. Government. False or misleading statements may be grounds for immediate termination of your subgrant, contract or other agreements with EDC.

Signed: _____

Date: _____

Title: _____

Appendix D: Link for COI Flowchart-Employee Guidance



Appendix E-Guidelines for Organizational Conflict of Interest per Federal Acquisition Regulations

PURPOSE

These guidelines are to ensure that EDC employees understand the concept of an organizational conflict of interest, their responsibility for identifying and disclosing any potential organizational conflict of interest related to their work, and the appropriate steps to take to handle an organizational conflict of interest.

Awareness Information

EDC employees share a strong commitment to ethical business practices and follow our conflict of interest policies diligently. However, some federal contracts require an articulated Organizational Conflict of Interest (OCI) policy as a part of our institutional Conflicts of Interest and Commitment policy, which primarily addresses potential individual conflicts. In some instances, we must provide a copy of our policies and procedures as part of a bid, and for some proposals, EDC must formally certify that the following are true:

1. We are not aware of any OCI related to the bid.
2. We have policy and procedures in place to address any potential OCI.
3. We have provided awareness, advising, and reporting processes to staff.

The major OCI issues that have been identified by federal agencies are unfair competition and/or diminished impartiality (also referred to as “impaired objectivity”). Consequently, we have expanded our conflict of interest policies to clarify how EDC will address potential organizational conflicts, with specific examples provided on page 36. This document provides guidance to help you identify potential OCIs. As usual, consult and disclose any potential OCI as you would a potential conflict of interest.

1. Who Is Responsible for Identifying an OCI?

EDC employees are responsible for identifying and disclosing any potential OCI related to their work. These guidelines are designed to help you recognize a potential OCI, but if you have concerns or are unclear about whether any current or proposed work represents an OCI, please raise the topic for discussion. It is your responsibility to avoid taking any work or participating in any bid discussions that might trigger an OCI until you can consult with your supervisor/manager and the Conflict Review Committee (CRC) to clarify or address the issue.

Also note that the existence of an OCI does not mean that EDC must forego the work under discussion. In most cases, there are methods to mitigate organizational conflicts, some of which are already used by EDC teams. For example, staff members regularly recuse themselves from certain discussions or strands of work if their participation represents a conflict of interest. EDC teams often create firewalls between selected proposals or projects to avoid any conflicts of interest. There also may be the option of situating the work in a different portfolio to create both a project and a leadership firewall. In some instances, your manager or the CRC may suggest a conversation with a state or federal client to help determine if there is a perceived OCI on the part of the government. In most instances, we will encourage the use of a simple disclosure form to document the potential OCI and the mitigation strategy required to address it.

2. What Is an OCI?

The regulations identify three sources of perceived or actual OCIs that have the potential to result in unfair competition and/or diminished impartiality (or impaired objectivity.)

- **Unequal access to information (unfair competition)** – EDC, through its employees, has access to nonpublic information because of its performance on government-funded work. Staff should pay particular attention to evaluation work that EDC has performed for the government, as an OCI may occur in the future because of this work.
- **Biased ground rules (unfair competition)** – EDC through its employees has worked through one government-funded project or program on the basic structure or ground rules of another government contract with outcomes that could be used in a future request for proposal/assistance.
- **Diminished impartiality (impaired objectivity)** – EDC or its employees have actual or potential financial or other interests that would impair, or give the appearance of diminished impartiality, in (1) the evaluation of government programs, (2) offering advice or recommendations to the government, or (3) providing technical assistance or other services to recipients of federal funds as part of its responsibilities.[†]

3. What Is Unfair Competition?

Unfair competition would occur if EDC through its employees has, or is perceived to have, information from prior government work that (1) has not been shared with other competitors and (2) could result

[†]A more legalistic definition: In Federal Acquisition Regulation (FAR) 2.101 (see also FAR 9.5), the government defines “organizational conflict of interest” (OCI) as a condition whereby a relationship or situation exists whereby an offeror or a contractor (including chief executives and officers, to the extent that they become involved in the performance of the contract, and consultants or subcontractors, where they may be performing services similar to the services provided by the prime contractor) has past, present, or currently planned interests that, either directly or indirectly through a client contractual, financial, organizational, or other relationship, may relate to the work to be performed under a government contract and which may:

- Diminish the individual’s or organization’s capacity to render impartial assistance or advice to the government
- Impair the individual’s or organization’s objectivity in performing the work

in EDC benefiting, or being perceived as benefiting, unfairly as defined in 2a and 2b above. In other words, EDC has been given information by the government that has not been shared with competitors. This does not include information that EDC would have gained by being the incumbent.

4. What Is Diminished Impartiality (Impaired Objectivity)?

There are two issues that would cause a reasonable person with knowledge of the relevant facts to question EDC's objectivity in the course of implementing a program for the federal government:

- Organizational or personal financial interests, or reasonably foreseeable financial interests, in connection with products, property, or services that will be evaluated, adopted, or purchased by an agency, organization, or institution in the course of implementing work for the government
- Organizational or personal identification with a particular methodology or approach that might privilege or require use of specific curricula, products, property, or services by an educational agency, a person, an organization, or an institution in the course of implementing work for the government

5. How Is OCI Different from Individual (Personal) Conflict of Interest?

Both types of conflict of interest are rooted in the activities, interests, or knowledge of EDC staff—personally and professionally. Individual conflict of interest covers circumstances in which an individual employee (or a family member of an employee) has interests or activities that may interfere or have the potential to interfere with putting EDC's interests first. These can be financial interests, time commitments, or other activities or obligations, such as board work or other employment. An organizational conflict of interest refers to conflicts that may exist for EDC as an organization due to specific staff roles in developing products or programs or working on contracts or consultations that provide access to confidential information.

6. When Should We Assess if There Might Be an OCI or the Potential for an OCI?

Potential OCIs should be evaluated at both the proposal consideration stage and the preparation stage as well as during the implementation of the work. It should be disclosed via the disclosure process (at coi.edc.org) whenever identified.

When Proposing the Work

As part of the proposal consideration and preparation stages, those involved should determine if any known OCIs exist. Are any of the proposed staff closely identified with a specific curriculum or program that will be evaluated? Is anyone involved who participated in the funder's preparation for the bid opportunity? Those employees who may hold information that could lead to concerns about an OCI should create a firewall between their particular knowledge and generally available information. Such an employee should recuse themselves from proposal preparation. EDC has prepared a template for use when an employee may need to be recused. Other colleagues should not probe that particular employee for OCI-related information in preparation of possible proposals.

Employees who may be perceived as having a financial interest or a personal identification with a specific program model or product should not be proposed to advise program participants on their selection of models or products or to participate in the evaluation of the effectiveness of the model or product unless the potential OCI is documented in the proposal with a mitigation plan to avoid bias.

During Implementation

During research and evaluation work, the staff involved should be clearly objective and not experience any bias because of participation in previous projects or support of particular methodologies or program models, as noted above. If capacity-building initiatives, training, or consultations have the potential to promote a pedagogical approach or teaching technique that could lead to reasonably foreseeable financial benefits for an EDC employee, these should be identified and documented and the potential OCI disclosed.

7. What Should We Do if We Are Concerned?

Before taking any work, inside or outside of EDC that may result in an OCI, consult with your supervisor/manager, make your bid and proposal team aware of any potential OCI, and consult with the CRC.

Examples for Discussion

Following are examples. The answers include various options to consider.

- A. Under an EDC contract, an employee conducted an evaluation of a state agency's professional development program that included assessing the professional preparation and performance of some state employees. The work required frank discussions with state leaders as well as access to information about professional development provided to date and its impact. Results of the study were not published and were designed to inform state action. Subsequently, the state issued a request for proposal for improving the state's professional development for this particular workforce and the scope of work reflects the recommendations in the EDC study. A different team at EDC wants to bid on the work and asks the employee to share information gleaned during the study.

Type of OCI – Evaluator with nonpublic government information: Unfair competition, unequal access to information

- Does an OCI or the perception of an OCI exist in this situation?

Yes.

- How might it be addressed?

Establish a firewall after the evaluator informs others of the potential for an OCI.

- What actions should be taken?

Consult with the management chain and the CRC. Ensure the evaluator is not part of bid discussions or the proposal development.

- B. EDC has worked with the Ministry of Education in a developing country, during which time, EDC wrote an unsolicited white paper identifying factors in reading level issues. The white paper was shared with the Ministry but was not made public. The Ministry used EDC's white paper to shape their request for proposal to address the problems. EDC wants to bid on the proposal.

Type of OCI – Unsolicited white paper: No OCI

- Does an OCI or the perception of an OCI exist in this situation?

No. This is not an OCI because the white paper was unsolicited, and EDC did not learn any particular inside information about the proposed bid from the government as a result.

- If so, how might it be addressed?

N/A

- What actions should be taken?

N/A

- C. EDC has a proprietary product that it uses in some of its work to prevent certain negative health outcomes. EDC has been asked to propose research to evaluate and recommend best approaches in prevention. EDC intends to include its own product in the list of approaches to evaluate.

Type of OCI – Prevention product evaluation: Impaired objectivity

- Does an OCI or the perception of an OCI exist in this situation?

Yes. This is impaired objectivity.

- If so, how might it be addressed?

It may not be possible to mitigate. The situation should be discussed with the funder, and EDC should indicate the research that supports the inclusion of product.

- What actions should be taken?

There are several options: EDC gets a pre-agreement from the funder to include the product; EDC declines to propose; or EDC proposes without its product.

- D. EDC has hired a senior researcher who is well-known for supporting a specific program model to address maternal and child health. This senior researcher is selected to lead an early learning project, of which one component is the review and recommendation of different program models. The senior researcher is not going to be involved in the review process.

Type of OCI – Employee has a well-known affiliation with certain program models: Perception of impaired objectivity

- Does an OCI or the perception of an OCI exist in this situation?

Yes. A perception exists.

- If so, how might it be addressed?

There are several options: Build a firewall between the employee and the evaluation-recommendation component of the project; remove the employee from the project; and/or contact the government/funder for a discussion.

- What actions should be taken?

Since this is a situation involving perception, contact the management and CRC and possibly discuss the situation with the funder. Select the best option for proceeding after an analysis of the situation has been done.

- E. A part-time senior researcher also works occasionally as an independent consultant to the government. An agency asks her (in her consultant role) to study and recommend approaches to workforce development in a particular context. The government then uses that study to create an RFP that they expect EDC to bid on.

Type of OCI – Consultant work for government: Unfair competition; biased ground rules

- Does an OCI or the perception of an OCI exist in this situation?

Yes.

- If so, how might it be addressed?

Prior to taking work, the employee should consult with her manager and CRC. The employee could also discuss the situation with the Office of Sponsored Programs (OSP) and then with the government agency.

- What actions should be taken?

Recuse the employee from any participation in the proposal and notify the government of that action.

- F. An EDC technical assistance (TA) team supports grantees of a federal program, gaining knowledge of diverse challenges and strategies in meeting program requirements. This knowledge is synthesized and made available to grantees to support their improved performance. The government then issues an RFP for an external evaluation of that federal program.

Type of OCI – TA contract followed by evaluation RFP: Unfair competition; unequal access to information

- Does an OCI or the perception of an OCI exist in this situation?

Yes. A perception exists.

- If so, how might it be addressed?

Prior to taking the work, the evaluation team lead should consult with their manager and the CRC. Appropriate staff should discuss the situation with the government agency.

- What actions should be taken?

Based on feedback from the government agency, either recuse the TA team from participation in the proposal and its subsequent work or build a firewall between the TA team and the evaluation team.

Appendix F: Non-EDC Employment and Other Opportunities

Purpose

This policy establishes the process for EDC employees, both casual and regular, to request approval before engaging in paid or unpaid professional work outside of EDC. This includes consulting for another organization or establishing a legal entity such as an LLC or corporation.

This policy applies to any outside professional work that may reasonably be seen as related to EDC's work or that could create a conflict of interest or conflict of commitment. Employees should review EDC's Conflicts of Interest and Commitment Policy.

Introduction

EDC employees typically engage in professional work outside of EDC in one of two ways:

4. Through a legal entity in which the employee is a stakeholder, has ownership, or is in a leadership role ("Independent Consultant")
5. By working directly with or consulting for another organization ("Outside Employment")

This policy applies to both paid and unpaid work, including volunteer activities.

Independent Consultant

Disclosure: If an employee establishes themselves as an Independent Consultant, they must immediately do all of the following:

- Discuss the opportunity with their supervisor to determine whether there is a conflict of commitment (i.e., does the employee have the capacity and time to do the work).
- Discuss the opportunity with the Managing Director of Program Operations to determine if the work relates to EDC's work.
- Disclose the opportunity to the Compliance Review Committee (CRC) via the [Conflict of Interest website](#)[‡] before starting the work. See the Conflicts of Interest and Commitment Policy for more details as to how to disclose.

Approval: The CRC will decide whether a conflict of interest exists. Supervisors and the Managing Director of Program Operations will give their input as noted above. An employee may not bid on or

[‡] You will need to log into the VPN to access this link.

engage in any Independent Consultant work that is or may reasonably be perceived to create a conflict of interest because it is related to EDC's work or that may create a conflict of commitment without prior approval from the CRC.

Additionally, if as an Independent Consultant the employee has an opportunity for work that competes with EDC, the employee must provide EDC with the right of first refusal for the proposed work. This right of first refusal shall not apply where the total anticipated value of an Independent Consultant's opportunity with a particular client or funder is less than \$5,000. For purposes of this threshold, total anticipated value includes all work comprising the same or related project or engagement with such client or funder during a twelve (12) month time period.

Outside Employment

Disclosure: If an employee intends to bid on or engage in Outside Employment that is reasonably related to EDC's work, regardless of the dollar amount, the employee must do all of the following:

- Discuss the opportunity with their supervisor to determine whether there is a conflict of commitment (i.e., does the employee have the capacity and time to do the work?).
- Discuss the opportunity with the Managing Director of Program Operations to determine if the work relates to EDC's work.
- Disclose the opportunity to the CRC via the [Conflict of Interest website](#) before starting the work.

Approval: The CRC will decide whether a conflict of interest exists. Supervisors and the Managing Director of Program Operations will give their input as noted above.

Guidelines

EDC employees must not engage in Independent Consultant work or Outside Employment that would require an employee to do any of the following:

- Offer a competitive estimate for work that EDC is pursuing, has pursued in the past 12 months, or otherwise undermines EDC's proposal to a potential client.
- Perform work that conflicts with or interferes with EDC's current or future work or funding.
- Disclose EDC proprietary information, such as EDC's negotiated indirect cost rate agreement (NICRA), overhead rates, or pay rates.
- Solicit related work to EDC's current clients or those clients whom the employee came to know through EDC within the past 12 months without prior approval from EDC as outlined below.
- Engage in outside work that interferes with the employee's ability to perform their EDC responsibilities in a timely and professional manner.
- Use, incorporate, adapt, or excerpt from EDC's intellectual property without written permission from an authorized signatory. (See the EDC policy [Copyrighted Material: Requesting Permission](#) for instructions.) EDC's intellectual property includes, but is not limited to, research, written materials, slide decks, presentations, illustrations, graphs, and reports.

- Use EDC resources, including but not limited to, computers, software, supplies, research data, journals or memberships.
- Use EDC's logo or suggest an affiliation with EDC without prior approval.
- Involve other EDC employees in non-EDC work.
- Perform non-EDC work during time you are expected to be working for EDC.
- Use an EDC activity or event as an opportunity to promote an employee's Outside Employment or Independent Consultant work.

Approval Considerations

Before an employee engages in Independent Consultant work or Outside Employment, the employee must follow the process described above and disclose such work to the CRC.

The employee must address the following:

1. Whether EDC is bidding on the work, as a prime contractor, a subcontractor, or in another capacity
2. Whether the proposed work may create future competition or a potential conflict with EDC
3. Whether EDC currently pursues or may pursue this type of work
4. The relationship of the proposed work to EDC's work, categorized as one of the following:
 - a. None to minimal
 - b. Some overlap
 - c. Significant overlap
5. Whether the work will be performed as an Independent Consultant or as Outside Employment
6. If acting as an Independent Consultant:
 - a. The type of legal entity
 - b. The employee's role in the entity
 - c. The mission of the entity
 - d. Whether other EDC employees are involved
7. The source of funding for the proposed work
8. Whether the work falls within the scope of the employee's role at EDC, including responsibilities related to business development, writing, or presenting
9. Whether EDC has or intends to create a fee-for-service opportunity for the same work
10. Whether the employee intends to acknowledge their EDC affiliation to the entity
11. Whether the employee is using an EDC activity or event as an opportunity to promote their own business, and whether such activity may create actual or perceived competitive concerns
12. Whether the work is prohibited under the guidelines outlined above
13. Whether the employee has sufficient time and flexibility to perform their EDC duties and the proposed outside work

Disclosure Process

EDC employees must submit a Conflict of Interest Disclosure Statement to the CRC. This form is available on the EDC [Conflict of Interest website](#).

The CRC will review the employees' disclosure and consult with the employee's supervisor and key stakeholders within 30 days as outlined in the Conflicts of Interest and Commitment Policy.

CRC Determination

If the CRC determines that no actual or perceived conflict exists:

- The employee may proceed with the proposed work.

If the CRC identifies a conflict or a perceived conflict:

- The CRC will provide guidance and final determination and may require a mitigation plan. The CRC's decision is final.

If the CRC determines that the work competes with EDC, but EDC chooses to pursue the opportunity:

- The employee may be offered the opportunity to perform the work on behalf of EDC, provided that the employee's level of effort does not exceed 100%.

The CRC will document its review, discussion, and final determination.

If the work is not approved, the employee may not proceed with the work. Failure to comply with this policy may result in disciplinary action, up to and including termination of employment.

Other Short-Term Activities

EDC employees may be invited to participate in limited external activities that may offer honoraria, compensation, or gifts. Such activities may include, but are not limited to, speaking engagements, panel participation, workshop leadership, guest lecturing, webinars, short articles, blogs, and scholarly papers.

Employees considering participation in such activities must review the opportunity with their supervisor in a manner consistent with the disclosure process described above.

Compensation Considerations for Short-Term Activities

If an employee is representing EDC at the activity, the employee must discuss the opportunity with their supervisor. The employee may accept travel reimbursement if applicable.

If other compensation is offered, the employee must accept the compensation and direct it to EDC. In such cases, the compensation will be treated as a gift, donation, or contribution to EDC, and it may be directed to the appropriate EDC gift account. Contact the Program Finance Director for more information.

If an employee is not representing EDC:

14. The employee may accept the compensation personally.
15. The employee must participate in the activity on personal time.

POL-OLA-04 – Conflicts of Interest and Commitment Policy, GDL-OCI Awareness

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