



The Office of Industry Engagement & Conflicts of Interest

Guidelines for Faculty Requesting Board of Directors Positions with Outside Commercial Entities

Purpose:

The Icahn School of Medicine at Mount Sinai (“Mount Sinai”) supports successful academia-industry collaborations and encourages innovation and career growth. Mount Sinai has adopted a comprehensive set of policies governing these collaborations and has established the Office of Industry Engagement and Conflicts of Interest (“COI Office”) to facilitate the review, management and oversight of the conflicts of interest that often flow from such relationships. **Mount Sinai policies include a prohibition on full-time faculty serving on the Board of Directors for an outside commercial entity without prior written approval from the Dean.**

The following guidance document is for faculty members requesting to serve as a board of director for a commercial, for-profit entity. For board of directors requests in non-for-profit organizations, please contact the COI Office at Conflicts.of.Interest@mssm.edu for additional instructions.

Criteria for Dean’s Exception Approval:

- The request must not present an unmanageable conflict of interest or conflict of commitment with the faculty member’s role and responsibilities at Mount Sinai. This assessment will be made by the Faculty Business Conflicts Committee (FBCC). The FBCC includes representation from COI, MSIP, Legal, and Compliance.
- The mission of the Company must be consistent with Mount Sinai’s institutional missions and core values.
- The faculty member must be able to recuse himself/herself from any activities at Mount Sinai related to the Company including research oversight and any purchasing decisions.
- There must be clear separation of work performed by the faculty member at Mount Sinai and the services provided to the company, and this must be clearly defined in the scope of work submitted with the request.
- The faculty member must agree to abide by all provisions of any business conflicts management plan issued by the FBCC including research restrictions. The faculty member (as well as the junior faculty and students/trainees they supervise) cannot be engaged in sponsored research with the Company unless this is part of a separate co-development agreement with Mount Sinai negotiated by MSIP with appropriate oversight to ensure the scientific integrity of the research.
- The faculty member and the Company will be required to sign the *Agreement for Faculty to Serve as Director or Officer*, an agreement that describes the limitations of the faculty member’s role within the company, and provides protections/indemnifications for Mount Sinai.
- The approval is subject to annual review.

Requesting a Dean's Exception: Step-by-Step

1. Faculty members should contact the Office of Industry Engagement and Conflicts of Interest (Conflicts.of.Interest@mssm.edu) with their request.
2. The review/approval process will require approval by the faculty member's direct supervisor/Chair and also review/approval by the Faculty Business Conflicts Committee (FBCC). The FBCC will make a recommendation to Dean Charney to either approve or deny a request.
3. Faculty members will be asked to complete the questionnaire in Appendix A which provides details about the Company as well as the faculty member's proposed role, scope of work, and compensation.
4. All requests will be presented by the faculty member to the Faculty Business Conflicts Committee (FBCC).
5. If the FBCC recommends approval for a Dean's Exception, the faculty member will receive an e-mail detailing "next steps" and agreements needed. The approval will be contingent upon completing all requirements.
6. All approvals will require that the faculty member agree to a business conflicts management plan. This is a written document issued by the COI Office and signed by the faculty member. The management plan will outline specific disclosure requirements, limitations on business/research activities here at Mount Sinai, and reinforce existing Mount Sinai policies governing faculty conduct with outside commercial entities.
7. There may be additional requirements depending upon the nature of the Company (public vs. private) and its relationship to Mount Sinai.
8. There may be additional requirements if the faculty member is also requesting other activities with the Company.

Appendix A: Questionnaire for BOD/C-Suite Request

Questions about the Company:

1. What is the full legal name of the company?
2. What type of entity is it (corporation, LLC, partnership, etc.)?
3. In which jurisdiction is the company registered / formed?
4. Where is the company geographically located? Identify the location of its offices, labs, etc.
5. Describe the business aim(s) of the company (its products and services, markets served, etc.)
6. Is the company publicly traded on any securities exchange? If not, is there any intention to register the company for public trading in the next 12 months?
7. Who is the legal signator for the company?
8. Who are its current officers – names and titles?
9. Who are its current directors?
10. Are any of the officers or directors related parties to you? (related parties = spouse, domestic partner, children)
11. Please identify all investors with 5%+ interest in the company.
12. What was the valuation of the company as of its last round of financing? When was that financing? If no financing has occurred, what is the current estimate of the company's valuation?
13. Is your founder's equity based on your personal investment in the company or awarded to you for services to the company?
14. Describe any IP licensed to the company. Have you been involved in the development of this IP?
15. Does the company seek to license any additional IP from Mount Sinai? Please describe.
16. Does Mount Sinai have any ownership interest in the company?
17. Is Mount Sinai an actual or potential customer / user of the company's products or services? Is Mount Sinai an actual or potential source of referrals to the company?
18. Is there any existing or potential research relationship between Mount Sinai and the company – e.g., sponsored research or sub-award under a small business grant?

Questions about the Position:

1. What is your current position with the company?
2. What is your proposed position at the company?
3. For how long do you seek to serve in this position?
4. If officer position, please provide a description of the principal functions and duties you will be expected to perform.
5. Will you be receiving any compensation for the position?
6. What is your current equity in the company? Will you receive additional equity, including options, for serving in the position?
7. How many hours a week do you expect to spend on activities in this position?
8. To your knowledge, does any other Mount Sinai faculty member or member of Mount Sinai management hold any position at the company?