

## **ANNEX VII CONFLICT OF INTEREST & DISPUTE RESOLUTION**

The Institute recognises that in the pursuit of commercially orientated research or the commercialisation of Intellectual Property, there will be situations in which Institute staff will find themselves in a position that may constitute a conflict of interest or a conflict of commitment. This is not unusual, conflicts of interest occur in all professional environments and are not uncommon with respect to IP commercialisation. Further information may be found on the Conflict of Interest Policy.

It is important, however, when conflict of interest situations (or their appearance) arise that they are acknowledged and handled appropriately including where appropriate including on the risk register of the Institute. Failure to do so can, in extreme situations, cause serious damage to individual and institutional reputations, incur the loss of support and potentially result in significant costs, legal and otherwise.

Members of the Intellectual Property Committee shall be required to declare any interest or potential conflict of interest position relative to any matter to be presented to the Committee. If a member has any such interest, or potential conflict, they will absent themselves from any committee discussion pertaining to such matters. Senior Staff members of the Institute are also required to inform the Chairperson of the Intellectual Property Committee of situations where they have an interest in, or potential conflict of interest related to any proposed commercialisation and to abide by the Chairperson's guidance with respect to their participation in such commercialisation endeavours. While specific mention is made here of potential conflict of interest issues related to the workings of the Commercialisation Committee Intellectual Property Committee, it is important to realise that in exercising their responsibilities under this Policy, all staff of the Institute must exercise due caution to avoid even the appearance of acting while in a conflict of interest situation.

Should a staff member or a student feel they may have a conflict of interest, or be affected by one, the proper action to take is to disclose their concern, in writing if possible? Such disclosure should be made through the process identified in the Conflict of Interest Policy. Each matter will be treated in confidence and may, in order to properly address the concerns, draw on advice and expertise from both inside and outside the Institute, including the Chairperson of the Intellectual Property Committee or the Technology Transfer Office.

In particular, with respect to commercial conflicts, it is vital that decision makers (Senior Staff) within the Institute who have a potential conflict such as shares held in a company (directly or indirectly) identify these conflicts prior to decisions being taken and remove themselves from the decision making process. In a case where there is a potential conflict of interest directly involving the President, the case will be considered and decided upon by the Chair of Governing Body or a nominee, drawing on external expertise as is deemed appropriate.

In many cases, simply disclosing the potential for conflict may be sufficient action. However, in certain cases, at the discretion of the Chairperson of the Intellectual Property Committee, and subject to consultation with senior Institute management, it may be deemed appropriate to modify responsibilities in order to mitigate any conflict. The reasons for, and extent of, any such guidance shall be documented in writing and provided to those involved.

In certain cases, staff of the Institute may be subject to the terms of the Ethics in Public Office Act of 1995 and 2001, or the Standards in Public Office Act of 2001. Nothing in this Policy undoes or modifies in any way obligations that Institute Personnel may have to comply with the provisions of the foregoing acts. For further guidance please review the Conflict of Interest Policy alongside the THEA Code of Governance which contains various references to conflict of interest in Section 5 which is approved by IT Sligo's Governing Body, which is reproduced below:

5. Codes of Conduct, Ethics in Public Office, Additional Disclosure of Interests by Governing Body Members and Protected Disclosures Guiding Principles

To ensure continued integrity and transparency, and to avoid public concern or loss of confidence, the Governing Body should ensure that appropriate policies are in place so that members and staff take decisions objectively and steps are taken to avoid or deal with any potential conflicts of interest, whether actual or perceived.

These policies should ensure that any potential or actual conflicts of interest arising in the case of decision-making by Governing Body members and the Institute's employees are addressed.

The Ethics in Public Office Acts 1995 to 2001 set out statutory obligations which apply to Governing Body members and employees separately from the provisions of this Code. Code Provisions

5.1 Codes of Conduct:

All Institutes should have published Codes of Conduct for their Governing Body and employees. The codes should be developed via a participative approach and should be approved by the Governing Body taking into account the implications of all the relevant provisions of the Institutes of Technology Acts 1992 to 2006 as well as the Ethics in Public Office Act 1995 and Standards in Public Office Act 2001. A suggested framework for such a code is contained in Appendix D. The Code of Conduct, a copy of which should be made available to all members of Governing Body and Employees for their retention, should embrace such matters as duty to the Institute, principles for addressing conflict of interest, limits on outside activities, acceptance of gifts and honesty in dealings. The up to date codes of conduct should also be available upon request with a copy of each such code being accessible through the Institute's website and brought to the attention of all Governing Body members, management and employees.

5.2 Scope of Application:

The Code of Conduct should contain a description of nature, intent and scope of application of the Code and a statement of the guiding principles and obligations



### 5.3 Compliance Requirements:

The Code of Conduct should refer to the need for the Governing Body 16 Adapted from “International Framework: Good Governance in the Public Sector” (IFAC/CIPFA, July 2014) pages 13-14 Code of Governance 27 Appendix C: Outline of Obligations under Ethics in Public Office Acts Appendix D: Framework for a Code of Conduct and staff to comply with relevant legislative and regulatory requirements. The Code of Conduct for Subsidiaries should also refer to the need for the Governing Body and staff to comply with relevant legislative and regulatory requirements. It should identify the relevant provisions regarding conduct/conflicts of interest in the governing legislation of the Institute.

### 5.4 Ethics in Public Office:

The Code of Conduct should refer to the need for each member of the Governing Body holding a Designated Governing Body membership and each person occupying a Designated Position of employment with the Institute to ensure his/her compliance with relevant provisions of the Ethics in Public Office Acts 1995 and 2001. Each Governing Body member, whether he/she holds a designated directorship under the Ethics in Public Office Acts 1995 and 2001 or not, is required to follow the obligations set out in Appendix C regarding disclosure of interests. As a matter of best practice, this Code requires each Governing Body member to submit, under the Ethics in Public Office Acts, an Annual Return including a nil return of interests where applicable. This ensures that there is evidence that each member has considered their obligations.

### 5.5 Conflicts of Interest:

The Code of Conduct should set out procedures for addressing conflicts of interest. In particular the Code of Conduct should recommend that the acceptance of further employment where the potential of conflict of interest arises should be restricted during a reasonable period of time after the exercise of a function in the Institute has ceased. This should be brought to the attention of Governing Body members on their appointment to the Governing Body.

### 5.6 Non-disclosure of Information:

The Code of Conduct should make clear that obligations of the Governing Body and employees regarding the non-disclosure of privileged or confidential information do not cease when their membership or employment in the Institute has ended. This should be brought to the attention of employees and of Governing Body members on their appointment to the Governing Body. Former Governing Body members should treat commercial information received while acting in that capacity as confidential.

### 5.7 Document Retention:

Governing Body members should not retain documentation obtained during their terms as members and should return such documentation to the Secretary of the Governing Body or otherwise indicate to the Secretary of the Governing Body that all such documentation in their possession has been disposed of in an appropriate manner. In the event that former Governing Body members require access to Governing Body papers from the time of their term on the Governing Body, this can be facilitated by the Secretary of the Governing Body.

## Dispute Resolution

Creators may appeal decisions made by the TTO concerning Intellectual Property in which they have an interest to the Vice President of Research, Innovation & Engagement. Such Creators may further appeal decisions of the Vice President of Research, Innovation & Engagement to the President of the Institute. Similarly, decisions of the Intellectual Property Committee may be appealed to the President of the Institute. The Institute is committed to resolving conflicts internally and amicably prior to outside processes being engaged.

Any dispute or difference arising out of, or in connection with, the Institute President's decision shall then be referred to mediation by a professional and independent mediator appointed by the Institute. If the mediation is abandoned by the mediator, or is otherwise concluded without the dispute or difference being resolved, then such dispute or difference shall be referred to and finally resolved by arbitration.

In the case of a dispute or difference failing to be resolved by mediation, an arbitrator agreed by both parties, or in default of agreement, appointed by the President for the time being of the Law Society of Ireland or in the event of his or her being unwilling or unable to do so by the next senior officer of the Society who is willing and able to make the appointment provided always that these provisions shall apply also to the appointment (whether by agreement or otherwise) of any replacement arbitrator where the original arbitrator (or any replacement) has been removed by Order of the High Court, or refuses to act, or is incapable of acting or dies.

The conflict of interest provisions laid out in [Section 10](#) also apply to roles played by Institute Personnel with respect to the dispute resolution process. Using the dispute resolution procedure will not affect the participant's statutory rights.