

CONFLICT OF INTEREST and
COMMITMENT:
Faculty Handbook

Johns Hopkins School of Nursing
Spring 2019

HANDBOOK ON REPORTING CONFLICT OF INTEREST AND COMMITMENT

Overview	Page 3
Guidelines for External Agreements.....	Page 3
Conflicts of Commitment Reporting.....	Page 3
Conflict of Interest Training	Page 4
Conflict of Interest Reporting (Transactional Disclosure and Annual Certification in eDisclose)	Page 4
Familial Conflicts.....	Page 5
Tech Transfer Activities	Page 6
Conflicts of Interest in Human Subjects Research.....	Page 6
NIH Conflict of Interest Reporting Requirements	Page 6
What constitutes a Conflict of Interest?.....	Page 7
Conflict of Interest Committee Review and Management	Page 8
Contact Information for Assistance	Page 8
Conflict of Interest Resources	Page 8
Appendix	Page 9
When Do I Have to Disclose?	Page 10
Examples of Commonly Encountered Scenarios	Page 11
Travel Expense Reporting Flowchart	Page 14
Travel Expense Worksheet	Page 15
Conflict of Interest Comparison Chart	Page 16
Johns Hopkins University Rider to Faculty Private Consulting or Advising Agreement.....	Page 17

Overview

University policies require that faculty report external activities, including those activities that potentially pose a conflict of interest or a conflict of commitment. **Conflicts of Interest** occur when a faculty member's institutional responsibilities could be compromised by his or her external activities. For example, a common conflict of interest arises when a faculty member conducts research that is sponsored by, or involves a product of, an entity with which the faculty member has an external relationship. **Conflicts of Commitment** occur when the faculty members' time and attention devoted to external activities interferes with their ability to fulfill their obligations to the Johns Hopkins School of Nursing (SON). The existence of a potential conflict does not indicate that the activity is prohibited; most conflicts can be managed to protect both you and the SON.

This handbook provides guidance on the types of external activities that the SON faculty engage in, and on the disclosure requirements and procedures for those activities.

Guidelines for External Agreements

Conflicts of Interest may take many forms, but generally occur when a faculty member's institutional responsibilities could be compromised by his or her external agreements. External activities include consulting, serving on a board of directors/scientific advisory board, or holding a paid position with an external entity. Activities to develop and translate new basic research into clinical and public health applications often involve complex collaborations between government agencies, research institutions, and the private sector that fall within the purview of the Johns Hopkins University Research Administration (JHURA). When faculty members engage in their **own** external activities, this usually requires investigators to sign a **private agreement or contract**.

The SON does not review these private agreements. Investigators are responsible for ensuring that private agreements are in compliance with all University policies. We recommend you contact your personal attorney to ensure that your interests are protected; however, below are some general guidelines to follow when entering into private agreements:

- Outside agreements should not interfere with your institutional responsibilities at the University.
- Private agreements should be entered into by you as an individual and the company; you are not allowed to enter into private agreements as a representative of the University.
- JHU and SON are not a party to private agreements and will, therefore, have no liability under them. Consequently, JHU/SON, or a representative thereof, will not sign any private agreements. You cannot use any JHU/SON facilities, resources or funds in the fulfillment of your responsibilities under the agreement.
- You are not allowed to engage any JHU or SON employees—including students, trainees, and postdoctoral fellows—to provide services under the private agreement.

- The outside entity is not allowed to use the name of JHU/SON in any documents or marketing materials.
- You should not disclose, or be asked to disclose, any confidential information that is proprietary to JHU/SON, including providing early or exclusive access to JHU/SON research or disclosing inventions.
- You should make sure that the outside entity will only have rights to any intellectual property that is developed by you alone or in collaboration with others as a sole and direct result of the performance of services under your private agreement. The entity shall have no rights under the agreement to any intellectual property that is developed as a result of a program financed in whole or in part by funds provided by or under the control of JHU/SON.
- Do not participate in any activity that could constitute endorsement, promotion, or marketing of any product, technology or service.
- Your role should be limited to providing expert advice. You should not participate in, direct or conduct research for or on behalf of an outside entity.
- You should disclose your relationship to the outside entity in all publications and presentations of research supported by the outside entity. Disclosure is especially important in journal articles.
- If you want to make sure that your agreement is in compliance with JHU/SON policies, you can ask the outside entity to add the “Johns Hopkins University Rider to Faculty Private Consulting or Advising Agreement” to the agreement. (See Appendix).

Conflict of Commitment Reporting

Faculty are responsible for seeking advice from the Academic Dean prior to engaging in any activities that could conflict with their time devoted to research, teaching, and service responsibilities to the SON. The policy does not limit the number of days a faculty member can spend on external activities. The time a faculty member is allowed to spend on outside activities is determined by individual discussion between the faculty member and the Academic Dean. Faculty members must notify the Dean prior to making any commitments that could conflict with their obligations to the SON.

Conflict of Interest Training

In accordance with federal regulations, all faculty are required to receive training related to conflict of interest whenever the institution’s policy changes and **every four years** thereafter. The JHU course can be accessed here, or through the faculty portal. Log in to the MyLearning system using your JHED ID and password.

The course can be accessed at the “Take Course” link. If the module does not come up in a separate window, check to make sure the internet browser’s pop-up blockers are switched off, or try holding down the control key while clicking the “Take Course” button. The training module will pop up in a separate screen.

After completing the training, close the course pop-up window. Then, select "My Learning History" from the menu on the far left side of the screen. The COI course will be included in your list of completed courses and certificates. Scroll over to the right side of the screen to the "Certificate" column and click "View PDF" to print/save the PDF of the completion certificate. Retain this, which includes the date of training, for your records.

Conflict of Interest Reporting

The University's online reporting system is called [eDisclose \(http://edisclose.jhu.edu\)](http://edisclose.jhu.edu). Reporting of external activities is based both on transactional disclosures of external activities as they happen or are about to happen, plus an annual certification that your external activities are up-to-date. It is essential that disclosures be made in a timely manner, typically within 30 days. Late disclosures may lead to serious consequences if a financial conflict of interest is detected. The Conflict of Interest point person is the Director, Contracts and External Relations ("Director"). The Director reviews each disclosure, determines whether a potential conflict exists, and whether review by the Conflict of Interest Committee is required. The committee then develops an appropriate management plan to mitigate the conflict and notifies the faculty member of the plan.

To submit a new disclosure in eDisclose, log in at the link above using your JHED ID and password. On the "My Disclosures" home page, select the "Create Disclosure" button on the left. Answer questions pertaining to your activity using the smart form. If you have questions about using the system, select the [eDisclose Help Desk](#) button in the black tool bar at the top of the screen. It contains user guides to help you become acquainted with the eDisclose system. When you are done with your disclosure, make sure you click the green **Submit** button on the "Disclosure Workspace" page to finish the process.

Details about the types of external activities you need to disclose are provided in the Appendix under the following titles: When Do I Have to Disclose, COI Comparison Chart, and Travel Expense Reporting Flowchart and Worksheet. You should provide a disclosure prior to undertaking an outside commitment or when a disclosed interest or activity changes (*e.g.*, the amount or type of remuneration, type of service, or time commitment). When an activity changes, or you have a new activity for the same outside interest or entity, select the "Edit Disclosure" button on the left and add the change or new activity to the existing entry. That is, if you provide both consulting and service on a DSMB for the same company, both should be disclosed under the single disclosure for that company.

Each year, full-time faculty and salaried part-time faculty will be asked by email to certify that their eDisclose information is up-to-date. The Annual Certification does not affect your obligation to disclose outside activities and interests as they arise and before proposing related research.

Familial Conflicts

Familial relationships may also give rise to potential conflicts of interest. A familial conflict can occur when a faculty member hires a spouse, domestic partner, child, or other relative to work on his or her projects. A familial conflict can also occur when the faculty member's spouse, domestic partner, child, or other relative has a financial interest related to the faculty member's research or institutional responsibilities. Such arrangements must be reported. Faculty members are prohibited from supervising relatives or determining salary or remuneration for relatives.

Tech Transfer Activities

Conflicts of interest can arise in tech transfer when a faculty member is conducting research involving a product or program for which the faculty member is a licensed inventor. Faculty should report conflicts arising out of tech transfer activities at the time the research activities are proposed and provide relevant updates in eDisclose as they arise.

Conflicts of Interest in Human Subjects Research

Conflicts of interest in human subject research deserve special scrutiny because of the potential for such conflicts to affect the rights and welfare of human subjects. Faculty conducting human subject research must indicate a potential conflict of interest on the IRB application and must report this through eDisclose. The SON will review the report and make management recommendations to the IRB and the PI. A common management condition includes disclosure of the arrangement in the consent form.

The IRB can decide whether to (a) accept the Conflict of Interest Committee recommendations, (b) accept the recommendations with additional management measures prescribed by the IRB, or (c) conclude that the human subject research cannot proceed.

NIH Conflict of Interest Reporting requirements

In accordance with 42 CFR 50 Subpart F, the SON must report to the NIH those conflicts that are determined to be financial conflicts of interest (FCOI) related to Public Health Service (PHS)-funded research. An outside interest becomes a reportable FCOI if the faculty member is entitled to receive more than \$5,000 in remuneration from a publicly traded entity, including but not limited to salary, honoraria, and equity interest. The value of equity is determined by fair market value on the date of disclosure. Regarding a non-publicly traded entity, an outside interest becomes a reportable FCOI if the faculty member is entitled to receive more than \$5,000 in remuneration and/or **any** equity interest.

Intellectual property rights are also considered a reportable FCOI.

If the JHU COI committee determines that a financial interest could directly and significantly affect the design, conduct, or reporting of PHS-supported research, it will report this FCOI to the NIH. However, this does NOT mean that the research cannot be done but, instead, that a management plan for avoiding biased research must be in place. Federal regulations also require that the SON respond to requests from any member of the public for information regarding FCOIs reported to the NIH that are associated with PHS-funded research.

Grant and contract submission requires disclosure of potential conflicts related to the research to JHURA and in eDisclose.

What constitutes a Conflict of Interest?

The questions posed below, when answered “yes,” are examples of potential conflicts of interest:

- Does your external activity involve the uncompensated use of facilities or resources belonging to Johns Hopkins University by or on behalf of another organization?
- Does your external activity involve the transfer of your intellectual or tangible property rights including patent ownership or licensing to an organization other than the University?
- Does your external arrangement or agreement restrict the public disclosure of the existence of the external arrangement?
- Does the external activity restrict your right to publicly disclose information developed by you through your involvement in the activity?
- Does your involvement in the external activity appear to influence either the conduct of the University’s business or the conduct of research within the University?
- Is your research and/or academic work sponsored by a company for which you consult or have a paid position?
- Is your research and/or academic work sponsored by a company for which you (or your spouse or your children) hold any ownership interest (stock, not including stock owned through a mutual fund) or from which you are entitled to receive royalties from a licensing agreement?
- Is your research and/or academic work sponsored by a company for which you serve on its scientific advisory board or board of directors?
- Are you (or your spouse or child) in a position to influence University decision-making regarding purchasing products or services from an organization in which you (1) hold an equity interest (not mutual funds), (2) hold a position in the organization or on its governing board, and/or (3) serve as a paid or unpaid consultant to the organization?
Is your spouse/child involved in one of your sponsored projects, either directly or through a subcontract?
- Does your external activity involve use of the name of the Johns Hopkins University or SON?

This list is not exhaustive. There may be other instances when an external activity could pose a potential conflict and would need to be reported. Contact the Director for guidance if you are unsure whether an activity needs to be reported.

Conflict of Interest Committee Review and Management

If the Director finds a COI that requires management, the Manager will forward the review up to the JHU Conflict of Interest Committee. Usually, the Committee will impose management conditions. Examples of conditions required by the Committee could include:

- Disclose relationship with external entity in relevant publications and presentations
- Limit of a faculty member's role in the research study (e.g., Exclusion from consenting participants, data analysis, etc.)
- Appoint an independent oversight committee for the study
- Require that the PI place equity in an escrow account
- Transfer supervision of a spouse, relative, or domestic partner to another individual.

If the Committee finds that the conflict cannot be managed, the Committee can prohibit the proposed external activity.

Changes in previously disclosed relationships with outside entities may require that the Conflict of Interest Committee re-review both the disclosure and any conditions in place to manage the conflict. For example, a consulting relationship with a company disclosed in eDisclose could pose a conflict if the faculty member subsequently receives a grant from the company to do research. In these situations, the faculty member should provide information about this additional relationship to the company in eDisclose.

Contact Information for Assistance

For questions about conflict of interest and commitment, please contact the Director, dbrodie@jhu.edu.

Resources:

JHU Policy on Conflict of Interest

http://www.hopkinsmedicine.org/Research/OPC/JHU_Conflict_of_Interest/

NIH Policy on Conflict of Interest

<http://grants.nih.gov/grants/policy/coi/>

Disclosure and Conflict of Interest (COI)

You must disclose any outside activity or financial interest listed below when it is related to your institutional responsibilities, including, but not limited to, research, teaching, clinical/practice, and administrative responsibilities.

Note that these requirements apply only to associations you have with organizations outside of JHU that are not handled through the university or sponsored projects (i.e., JHURA).

You must disclose the following types of **outside activities provided to ANY entity**, whether non-profit or for-profit, regardless of whether you are paid for this activity:

<ul style="list-style-type: none"> ▪ Consulting ▪ Publishing/editing/authoring* ▪ Clinical care/practice 	<ul style="list-style-type: none"> ▪ Board of Directors ▪ Founder ▪ Officer ▪ Manager
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**only if remuneration is anticipated.*

You must disclose the following **financial interests in ANY entity**, whether non-profit or for-profit:

<ul style="list-style-type: none"> ▪ Inventor of licensed technology 	<ul style="list-style-type: none"> ▪ Receipt of income from licenses, whether equity, royalty, or other ▪ Entitlement to equity and/or royalty
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You must disclose the following types of **outside activities provided to ANY entity**, whether non-profit or for-profit, **with some exceptions:**

<ul style="list-style-type: none"> ▪ Service on Advisory Committees, Boards and Review Panels <ul style="list-style-type: none"> ○ <i>Exceptions: except when provided to a U.S. state, federal or local government agency, teaching hospital, medical center or institution of higher education or related research institute no disclosure is needed</i> 	<ul style="list-style-type: none"> ▪ Speaking, Teaching, Lecturing <ul style="list-style-type: none"> ○ <i>Exceptions: except when provided to a U.S. state, federal or local government agency, teaching hospital, medical center or institution of higher education or related research institute no disclosure is needed</i>
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Disclosure of Reimbursed or Sponsored Travel

If you are an investigator on any PHS-supported grant or contract, you need to disclose each instance of travel that is reimbursed or sponsored by an outside entity when the amount of travel during the preceding 12 months reaches or exceeds \$5,000 in the aggregate for a particular entity. This aggregate value includes travel for family members.

However, if the travel occurs in the course of your family member's own activities with the entity, you do not need to report it and it does not count towards the aggregate. Disclosures must be made within 30 days of reaching the \$5,000 threshold and of every instance of sponsored or reimbursed travel occurring thereafter.

- *Exceptions to this requirement include travel that is reimbursed or sponsored by the grantee institution (e.g., JHU), a US federal, state or local government agency, an institution of higher education, an academic teaching hospital, a medical center, or a research institute that is affiliated with an institution of higher education. Travel paid by foreign entities that reach this threshold must be disclosed.*

COI Training

All faculty members need to take **COI training** now, and every 4 years. The link to the on-line training module is:

<http://lms4.learnshare.com/l.aspx?CID=89&A=2&T=412863>

When do I need to disclose?

Disclose early and often!

- Prior to undertaking an outside commitment
- Within 30 days of acquiring or discovering a financial interest related to your institutional responsibilities
- Whenever a disclosed interest or activity changes or ends (e.g., remuneration, type of services)
- When submitting a PHS grant application to JHURA. JHURA will provide COI certification forms you must sign that are project specific.
- Certify annually that disclosures are accurate and up-to-date

How to disclose...

- Online disclosure system is called eDisclose: <http://edisclose.jhu.edu>
- Log in using JHED credentials

What can eDisclose do for me?

- Single portal for transactional disclosures and annual certifications
- Eliminates need to re-enter on-going activities every year
- Submit, update, terminate disclosures in one place
- Real-time access to each of your disclosures, status of review, outcome of review, and management plan/conditions
- Generate a single report of all your disclosures, for journals, conferences, etc.

What happens to my disclosures?

- Staff review disclosures for completeness and compliance with policies on conflict of interest, professional commitment, and the policy on interaction with industry
- Some disclosures are reviewed by the JHU Committee on Conflict of Interest
- You will be notified of the outcome of the review by email that will direct you to your eDisclose account
- Conditions may apply and some arrangements may need to be modified.

SON Policy on Interaction with Industry: Commonly Encountered Scenarios

Although outside professional activities such as consulting, serving on an advisory board, or licensing an invention to a for-profit company may be mutually beneficial to academic research and the university, such activities could detract from a faculty member's primary commitment or obligations, as well as detract from the objectivity of research. Faculty members are obligated to ensure that their external activities do not create situations where research funds are used to advance a faculty member's personal financial interests, exploit students or fellows, or compromise scientific objectivity. On the other hand, even faculty members trying to do the right thing can have difficulty knowing what that is in various circumstances. The scenarios listed below are examples of common situations that may be helpful to you. These examples are not exhaustive.

- *I am at a conference and a drug company has a table with some really nifty umbrellas with their logo. I've always wanted an umbrella. Can I take one?*

The answer is "yes" because in general, items of nominal value widely distributed at conferences by vendors (such as pens, notepads, mouse pads, coffee mugs, lanyards, umbrellas, and similar items) would not be considered gifts under the policy. However, if you are a treating clinician, it is better to avoid accepting items such as this, as the regulations for clinicians are much more restrictive.

- *Suppose I edit a journal volume sponsored by a device manufacturer and receive \$300 for it. I later publish an article which reports on that device. Do I have to disclose the \$300 and, if so, for how long?*

The compensation received for editing the journal must be disclosed as an external activity. The article must include a disclosure regarding the compensation received from the company that manufactures the device. You must also disclose all such payments received in all related public presentations and publications for a period of at least one year following receipt of the payment. You are encouraged to disclose all relevant industry relationships to potential collaborators before any research begins. Being transparent about your industry relationships allows others to assess and evaluate any potential sources for bias in conducting the research before they commit to establishing a collaborative relationship.

- *I have been invited to speak at an event sponsored by a company or industry association, can I do so and be paid for the appearance?*

You may speak at such events and receive compensation, as long as the sponsor does not have the right to dictate or control the content of your talk. However, the sponsor may set the agenda for seminars or events for which a faculty member may be an invited speaker. For example, the sponsor may invite you to speak at the event on a particular topic or subject. You should not participate if the event is construed or marketed as if you are acting as a spokesman for the sponsor.

- *My research helped develop a product that is owned and marketed by an outside entity. Can I endorse this product?*

No, this could be construed as an endorsement by the university of a commercial product. The company would need to seek university approval for including your name, likeness or

statements from you in any advertising or other promotional materials for such products.

- *I am given the option of being compensated in the form of a consultant fee or in common stock (equity) for my services as a consultant to a pharmaceutical company that sponsors my research (experimental method, drug or device). How should the compensation be handled?*

If the company receives a deliverable (e.g., a report or diagnostic data) and university resources are used in the project, then the compensation would be managed by JHURA as a sponsored project. This type of activity would then be included in your effort reporting.

If the activity does not involve use of university resources (e.g., service on an expert panel), the fee would be paid directly to you as personal income.

- *Does the form of compensation matter?*

Yes, equity interests are different from consulting fees, as equity may be affected by the success of the research. Consulting fees are predetermined and independent of the research outcome. It is better to accept compensation in the form of a fee; however, both types of personal compensation require COI disclosure.

- *The company that helps fund my research has asked me to sign a non-disclosure agreement. The agreement contains restrictions regarding publication, including the right to review all data and a mandate to send the company all manuscripts prior to their submission for publication. Can I agree to this?*

In general, you should not accept such an arrangement. While a short delay to protect patentable inventions and to ensure that proprietary information is not published may be appropriate, lengthy delays or requisite approval compromise the core value of academic freedom, which includes the ability to freely educate, discuss, publish, and share study results. To protect your interests, all such agreements should be sent to JHURA for review and signature.

- *We purchased a new assay machine for our lab and it's essential that a member of the lab attend one of the vendor's training sessions. The vendor pays all expenses, including travel, for clients to attend these sessions. Can we send one of our research assistants?*

Yes, provided the expenses are reasonable. For example, the company should not provide gifts or entertainment in the course of the training that are unrelated to the activity

- *Four professors in a common area of research have formed an LLC (a Limited Liability Company) to perform contract research with the potential for profit. Due to the success of the company, the LLC has hired some of their graduate students to assist with the workload. Are there potential conflicts generated by this arrangement?*


Yes. The LLC would require disclosure to the Conflict of Interest (COI) committee prior to its formation. The COI committee would request or impose a management plan to deal with the potential conflict(s).

University resources (i.e., laboratory facilities, reagents, computers, etc.) cannot be used to support the company's activities. Faculty members cannot devote time to a company in a way that detracts from their academic duties. In general, students cannot work for a faculty-owned company such as this while they are students, and particularly if there is overlap between the student's academic plan and the company's progress.

It is important to recognize that just because something may pose a potential conflict does not mean that it is not permitted. Instead, it might simply need management to ensure that financial or ethical conflicts do not arise. Development of a management plan by the COI committee helps protect you from running into difficulties now and down the road.

Do I need to disclose this travel expense?

***Disclosures for travel expense associated with outside activities paid directly to you or for you may include: transportation, lodging, and meals.**

 You are not required to disclose these travel expenses

NO → Do you participate in PHS-funded research?

YES ↓

Did you get reimbursed for travel from a grant, contract, or other source through the SON or University?

YES →

 You are not required to disclose these travel expenses


NO ↓

NO ←


Did the amount of travel expenses received from the same entity reach or exceed \$5,000 during the 12 months preceding the disclosure?


NO ←

Were the travel expenses paid by any of the following: U.S.** state, federal or local government agencies, teaching hospitals, medical centers, institutes of higher education or their related research institutes?

 You are not required to disclose these travel expenses

YES

 You must disclose amount received for these travel expenses in eDisclose

 You are not required to disclose these travel expenses

****Travel of \$5,000 or more paid by foreign entities must be disclosed**

YES

eDisclose Travel Expense Tracking Worksheet p.15

The following information about travel is required for entry in eDisclose. Remember, this is ONLY for travel expenses that were either paid on your behalf or reimbursed directly to you (i.e., payments that are not processed through the university) by an organization other than Johns Hopkins that have already or will likely reach \$5,000 or more in the last 12 months.

You do NOT need to disclose travel from U.S. state, federal or local government agencies (NIH, CDC, state health departments, etc.), teaching hospitals, medical centers, or institutes of higher education and their related research institutes.

You need to report these expenses within 30 days of the conclusion of the trip.

1. Entity from which payment/reimbursement was received: _____

2. Departure Date: _____

Return Date: _____

3. Purpose: Consulting

Scientific Advisory Board meeting Sponsored research meeting

Other: _____

4. Destination (City/State or City/Country): _____

5. Reimbursed or paid expenses: (Value can be "unknown" if paid on your behalf; eDisclose does not require itemization within category but may be helpful for record-keeping.)

Expense Description	Value (\$USD)
Lodging	
Transportation (air, taxi, etc.)	

Meals	
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Disclosure Requirements: How the Revised Federal Regulations Affect Disclosure Reporting. P.16

Category	Previously	As of August 24, 2012
Consulting for industry	Consulting fees must always be disclosed; disclosure of travel expenses has not been required.	If you participate in Public Health Service ¹ -funded research, all travel expenses ² associated with outside activities paid for you or reimbursed to you by industry that reach \$5,000 within a 12-month period must now also be disclosed. Travel expenses include transportation, hotel accommodations, and meals.
Consulting for non-profit organizations	Not required.	All payments for consulting for non-profit entities, AND travel expenses ² associated with outside activities paid for you or reimbursed to you by a non-profit that reach \$5,000 within a 12-month period must now also be disclosed.
Teaching, lecturing or giving a seminar	Required when you are paid for speaking at an event sponsored by industry or other for-profit entity.	All payments/honoraria AND travel expenses ² for speaking at for-profit AND non-profit sponsored programs paid for you or reimbursed to you that reach \$5,000 within a 12 month period, must now be disclosed. *This does NOT include income or travel expenses received from U.S. state, federal or local government agencies (e.g., NIH, CDC, state health departments), teaching hospitals, medical centers, or institutes of higher education and their related research institutes. Examples of non-profit entities that DO require disclosure are the American Heart Association and the Gates Foundation. Foreign activities DO require disclosure.
Service on boards of directors, scientific advisory boards, advisory committees, study sections, or review panels	Required when you are paid for such service by an industry or for-profit entity.	All payments for serving on such boards or panels AND travel expenses ² for meetings paid for you or reimbursed to you by for-profit AND non-profit entities that reach \$5,000 within a 12-month period must now be disclosed. Exclusions and inclusions to this requirement are the same as those listed above (*).
Interests of spouse and dependent children in for-profit entities	Required if the specific entity provides funds or materials for your research or markets products based on your research.	Required if these interests could be related to your institutional responsibilities (e.g., research, teaching, clinical practice).

Income received from publishing, editing or authoring	Not required.	Disclosure now required for any income paid directly to you.
Service as founder, officer or manager of a company, as well as ownership of equity in that company	Required for for-profit company.	Required for for-profit AND non-profit entities. p.16

The terms of this Rider, if unmodified and agreed to in writing by all parties to a private consulting or advising agreement (“Consulting Agreement”) undertaken by a Johns Hopkins University faculty member, shall cause the Consulting Agreement to comply with Johns Hopkins University (JHU) policies governing intellectual property and conflicts of interest. **The terms of this Rider must and hereby do supersede and replace any conflicting terms in the Consulting Agreement.**

1. The parties to the Consulting Agreement acknowledge that JHU is not a party to the Consulting Agreement, which is a private contract between _____ (“Consultant”) and _____ (“Company”). Consultant and Company also agree that JHU has no liability or responsibility to either party under the Consulting Agreement. Each party to the Consulting Agreement acknowledges that the Consultant is entering into the Consulting Agreement, and providing services to the Company, in the Consultant’s individual capacity and not as an employee or agent of JHU, and that JHU shall have no responsibility whatsoever in connection with the Agreement, including, without limitation, any use by the Company of information obtained from the Consultant in the course of the Consultant’s provision of services under the Consulting Agreement.
2. Nothing in the Consulting Agreement shall in any way inhibit the Consultant’s ability to conduct academic research at JHU, regardless of the sponsor of such research, during or at any time after the term of the Consulting Agreement. Nothing in the Consulting Agreement shall prohibit or otherwise limit Consultant’s ability to publish, or submit for publication, academic or scholarly works resulting from Consultant’s activities as a JHU faculty member, during or at any time after the term of the Consulting Agreement.
3. The Consultant may disclose to the Company any information that the Consultant would normally freely disclose to other members of the scientific community at large, whether by publication, by presentation at seminars, or in informal scientific discussions, but the Consultant shall not disclose to the Company information that is proprietary to JHU and is not generally available to the public. Consultant shall not design, direct, or conduct research, including clinical trials, for or on behalf of Company under the Consulting Agreement.
4. Consultant shall not use the facilities, equipment, materials, funds, or resources owned or administered by JHU, or located on any of the premises thereof, to provide services under the Consulting Agreement. Consultant shall not engage or employ JHU students, post-doctoral fellows, or other employees thereof, to provide services under the Consulting Agreement.
5. Company shall have no rights in intellectual property (including publications, inventions, discoveries, improvements, and works) conceived of, invented, reduced to practice, created, developed, or generated as a result of a program of research financed in whole or in part by funds provided by or under the control of JHU.
6. Company shall not use Consultant’s name or likeness for the purpose of endorsement, promotion, or marketing of Company or its products. Consultant shall not, under the Consulting Agreement, speak with or to any parties in any context or manner that could reasonably constitute endorsement, promotion, or marketing of Company or any product, technology, or services. With the limited exception of citing Consultant’s faculty title in accordance with the conditions outlined herein, Company and its affiliates will not use the names, likenesses, or logos of JHU or any JHU affiliates, subsidiaries, officers, agents, faculty, staff, or students in any fund-raising documents, general publications, advertisements, or marketing, educational, and promotional materials (“Materials”). If Company cites Consultant’s title and affiliation with JHU in any Materials, Company shall include the following statement in the Materials as a parenthetical comment or footnote next to Consultant’s

title: "Participation by _____ (Consultant) as an advisor to _____ (Company) does not constitute or imply endorsement of _____ (Company) by Johns Hopkins University."

IN WITNESS WHEREOF, the Parties have caused this Agreement to be duly executed.

CONSULTANT

COMPANY

Signature

Signature

Name

Name

Date

Date