

envisAGE –Conflict of interest Policy

1. Purpose and application

To maximize the benefits that can be achieved by the envisAGE initiative, it is important that the network operates in an ethical, collaborative and transparent manner to ensure broad public trust and confidence in its ability to properly manage its activities.

This policy provides guidance and requirements in preventing, identifying and managing real, apparent, potential or perceived “Conflict of interest” as defined hereunder. The responsibility for implementing, updating and managing this policy for the envisAGE initiative network is delegated to the MEDTEQ+ Executive Committee.

This policy applies to all participants in the envisAGE’s network including members of the envisAGE Steering Committee, its Project selection Committee and any other committees, the leading partners, the envisAGE initiative management teams and staff, funding recipients pursuing lobbying activities towards any stakeholder of the envisAGE initiative and network, submitting an application or receiving distributed cash and/or cash equivalent payments coming from envisAGE funds, advisors, partners, directors, officers, shareholders, employees, agents and volunteers (individually and collectively referred to as “envisAGE network participant” or “envisAGE network participants”).

2. Identifying a conflict of interest

A “**Conflict of interest**” is a situation in which a envisAGE network participant’s interest, corresponding to an individual’s interest or an organization’s interest (including those close to this individual or organization, notably the affiliates of an organization and any of their respective advisors, partners, directors, officers, shareholders, employees, agents and volunteers) introduces a risk of really, apparently, potentially or perceived as affecting its independence, objectivity, or impartiality when making decisions in the exercise of his or her responsibilities or the carrying of his or her activities relating to the envisAGE initiative and network.

Conflicts of interest could be generally categorized as follows:

Real conflict of interest

- The individual’s or organization’s interest conflicts with his or her duties or the carrying of his or her activities relating to the envisAGE initiative and network.

Apparent conflict of interest

- The individual’s or organization’s interest apparently conflicts with his or her duties or the carrying of his or her activities relating to the envisAGE initiative and network.

Potential conflict of interest

- The conflicting interest may potentially influence the individual's or the organization's decision making to the detriment of the individual's or organization's duties, activities and role if this person is called upon to exercise judgment in a specific situation.

Perceived conflict of interest

- The conflicting interest of the individual or organization can reasonably be perceived by a third party as existing, without it being proven.

Below is a non-exhaustive list of examples of Conflict of interest:

A recipient to, or recipient of, envisAGE funding (commonly referred to as a "recipient") who:

- a. has an extensive and direct involvement in the development of the funding opportunity;
- b. has funding-decision authority for the funding opportunity or is otherwise involved in the project review process;
- c. employs an envisAGE committee member, a staff member or a former public servant or public office holder;
- d. has relationship with a staff and/or committee member or a former public servant or public office holder which is likely to provide personal benefit to the staff and/or committee member or to a former public servant or public office holder without or outside their position.
- e. Is involved in an investment relationship (e.g. SAFE, Equity, etc.) with an SME of an envisAGE collaborative project.

An envisAGE management, staff or committee members or other envisAGE network participants involved in the decision-making process of the envisAGE initiative who:

- a. is identified as a recipient of funds on project to be reviewed by that committee or is/will participate in the project or may derive any other benefit from the project;
- b. has financial interest in a recipient such as SAFE, shares, stock options or similar ownership interests;
- c. receives or has a right or potential to receive any income from a recipient whether in the form of a fee (e.g., consulting), salary, allowance, interest in property, dividend, royalty derived from licensing of technology, rent, capital gain, real or personal property, or any other form of compensation or contractual relationship, or any combination thereof;
- d. is currently under investigation for an alleged breach of any funding organization policies;
- e. has assisted in the preparation of any application, is an employee of the recipient, has provided consulting services, in any capacity, to the recipient submitting the application, or may in the future;
- f. is a relative or close friend of any of the employees of the management team of recipient which submitted an application;
- g. directly or indirectly benefits or profits as a result of a decision, policy or transaction made by envisAGE;

- h. obtains a nonfinancial benefit or advantage that he/she would not have obtained absent of his/her relationship with envisAGE;
- i. seeks to make use of confidential information obtained from the envisAGE initiative for his/her own benefit (not necessarily financial);
- j. accepts gifts (other than some minor hospitality) or special favours for him or herself or a relative or close friend from private organizations with which envisAGE does business;
- k. seeks to influence the purchase of equipment or materials for envisAGE from a company in which he, she or a relative or close friend has a financial or other interest.

3. Disclosure process

The disclosure guidelines below are meant to prevent and avoid Conflicts of interest and are modeled on publication disclosure policies used by professional academic associations, funding organizations, Government and research bodies and implement the relevant terms and conditions of the SIF Agreement relating to the envisAGE initiative. Any Conflict of interest must be disclosed promptly by an envisAGE network participant to the MEDTEQ+ Executive Committee through envisAGE Executive Director, in accordance with this policy.

No retaliatory action will be taken against an envisAGE network participant who makes a good faith report of Conflicts of interest in accordance with this policy.

Upon becoming an envisAGE network participant and upon change in circumstances in a way that would necessitate a further disclosure, an individual or organization must promptly disclose any Conflict of interest by completing and submitting the relevant attached Conflict of Interest Declaration Form, Appendix A which may be updated from time to time) to MEDTEQ+ Executive Committee, through envisAGE Executive Director.

The envisAGE network participants involved in a Conflict of interest must further disclose the conflicting situation before participating in any discussion, review processes or action to which the Conflict of interest relates and must refrain from being present and participate in any envisAGE decisions, including committee decisions to which the Conflict of interest relates unless the MEDTEQ+ Executive Committee expressly determines otherwise. Such disclosure and course of action should be recorded in the minutes of the relevant meeting.

4. Management of Conflict of Interest

The MEDTEQ+ Executive Committee is determining and overseeing the implementation of the appropriate course of action. The MEDTEQ+ Executive Committee will review all information related to an eventual Conflict of interest and make a determination as to whether or not a Conflict of interest exists and will determine the appropriate course of action to be followed. This course of action shall be recorded in the minutes of the relevant meeting. The MEDTEQ+ Executive Committee may request that the envisAGE network participant be available to answer questions. The envisAGE network participant should have the opportunity to provide information about the

situation. The envisAGE network participant must comply with decision of the MEDTEQ+ Executive Committee.

The minutes shall frame the decision of the MEDTEQ+ Executive Committee in such a way to provide guidance for consideration of future conflict of interest situations.

The course of action determined by the MEDTEQ+ Executive Committee may require the envisAGE network participant to:

- Account to the MEDTEQ+ Executive Committee for any gain or benefit made directly or indirectly, arising from an involvement with, or an interest in, or from dealing in any manner with a third party that gives rise to a conflict of interest, and
- Withdraw from the involvement, or
- Withdraw from envisAGE, or
- Take appropriate action as determined by the MEDTEQ+ Executive Committee.

The MEDTEQ+ Executive Committee will give the envisAGE network participant an opportunity to comment and/or accept the determined course of action. An envisAGE network participant may request in writing, within 30 days, a review of a MEDTEQ+ Executive Committee's decision on conflict of interest. The envisAGE network participant may submit their initial appeal directly to the MEDTEQ+ Board of Directors, which decision shall serve as the final disposition of the appeal.

5. Non-Compliance

If the MEDTEQ+ Executive Committee or president of the committee of interest has reasonable cause to believe an envisAGE network participant has failed to disclose a Conflict of interest, or is not following the determined course of action, she/he should inform the envisAGE network participant of the basis for such belief and afford the envisAGE network participant an opportunity to explain the alleged failure to disclose or non-compliance. As applicable, the president of the committee of interest or the MEDTEQ+ Executive Committee shall promptly inform each other. The MEDTEQ+ Executive Committee will determine the appropriate course of action to be followed. This course of action should be recorded in the minutes of the relevant meeting. The MEDTEQ+ Executive Committee may request that the envisAGE network participant be available to answer questions. The envisAGE network participant should have the opportunity to provide information about the Conflict of interest and alleged noncompliance.

For clarity:

- a. in order to be eligible for funding under the envisage initiative, recipients must notably be independent from envisAGE's management and operation, Committees and decision-making entities. Recipients have to identify and disclose any Conflict of interest in writing without delay, when submitting an application to envisAGE network and thereafter during their related envisAGE activities. envisAGE application forms stipulate that all recipients must fully disclose any Conflict of interest;

- b. an envisAGE network participant cannot be involved in the review process of an application if he/she is in perceived, potential or actual conflict of interest;
- c. recipient shall provide assurance that, where lobbyists are utilized, they are registered in accordance with the Lobbying Act and that no Conflict of interest exists nor any contingency fee arrangement;
- d. In order to ensure a fair and transparent project selection process, an envisAGE management, staff or committee members or other envisAGE network participants involved in the decision-making process of the envisAGE initiative cannot be involved or benefit from a SAFE proposal to an SME. A SAFE proposal shall have no influence on the collaborative project selection process.

APPENDIX A: Conflict of Interest Declaration Form

To maximize the benefits that can be achieved by the envisAGE initiative, it is important that the network operates in an ethical, collaborative and transparent manner to ensure broad public trust and confidence in its ability to properly manage its activities in accordance with the envisAGE Conflict of Interest Policy.

This form is to be completed upon becoming an envisAGE network participant and upon change in circumstances in a way that would necessitate a further disclosure.

If necessary, please provide hereunder a written description of the details of the specific action, situation, transaction in the space allowed. Attach additional sheets as needed.

Note: Tick all applicable boxes

I, the undersigned:

Last Name: _____

First Name: _____

Organization and Position: _____

Address: _____

City: _____ Province: _____ Postal Code: _____

Affiliation with envisAGE (please select one):

- ☐ CEO
- ☐ Vice-President
- ☐ Director
- ☐ Officer
- ☐ Employee
- ☐ Researcher
- ☐ Contractor or Consultant
- ☐ Recipient or Collaborator (also Recipient)
- ☐ envisAGE Committee Member Committee Name _____
- ☐ Other envisAGE network participant including envisAGE affiliates, advisors, volunteers

Declaration

I hereby declare **that I have read and accepted the envisAGE Conflict of interest Policy** (enclosed) including its definitions, terms and conditions and:

- ☐ **that I do not have any Conflict of interest** as defined in the envisAGE Conflict of interest Policy;

or

☐ **that I have a Conflict of interest** as defined in the envisAGE Conflict of interest Policy, such conflict corresponding to a (please select):

- ☐ Real Conflict of interest
- ☐ Apparent Conflict of interest
- ☐ Potential Conflict of interest
- ☐ Perceived Conflict of interest

Please provide a brief outline of the nature of the situation:

Please detail the arrangements proposed to resolve/manage the situation:

If any situation should arise in the future that I think may involve a Conflict of interest, I will promptly and fully update this disclosing in writing the circumstances .

I also undertake to:

- update this disclosure throughout my engagement with envisAGE on an annual basis or until such time as the conflict ceases to exist;
- cooperate in the formulation of a Conflict of interest management plan, as required;
- comply with any conditions or restrictions imposed by the MEDTEQ Executive Committee to manage, mitigate or eliminate any Conflict of interest.

I further certify that the information set forth in this Conflict of Interest Declaration form is true and correct to the best of my knowledge, information and belief.

Name (Please print) _____

Organization _____

Position _____

Signature _____

Date _____

Endorsement by MEDTEQ+ Executive Committee

I, (insert full name) _____ have reviewed the attached disclosure and plan, where applicable and:

- believe that a plan to manage the Conflict of interest is not required and that no further action is necessary in relation to this matter, or
- believe that the plan outlined in the disclosure will mitigate or remove the Conflict of interest.

Name (Please print) _____

Organization _____

Position _____

Signature _____

Date _____

Please return this complete form to:

MEDTEQ+ Executive Committee, through envisAGE Executive Director at:

[sabrina.boutin@medteq.ca]