

REGULATION NAME	REGULATION ON CONFLICT OF INTEREST
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Related Document(s)	Recognizing Conflict of Interest

Preamble

The University must pursue its mission in a manner that advances its goals, protects the integrity of all it does and maintains the confidence of all members of the University community, its affiliated institutions, granting agencies and its public and private sponsors, in an environment in which there is both increased attention to Conflict of Interest and an increase in potential conflict situations.

Trust is fundamental to the effective operation of the University. An assumption of personal integrity in every member of the University community underlies University policies and procedures, and those of granting agencies and the regulatory bodies who have oversight of many University-based activities. The expectation is that all members of the University will conduct themselves with integrity in accordance with the trust and confidence that is reposed in them.

Conflicts of Interest may take various forms and may arise in various contexts. In essence, a potential Conflict of Interest will exist whenever a member of the University community is in a position to influence the conduct of research, academic, human resource, business, financial, governance or other matters in ways that could lead to personal gain for the member or a related party, or give improper advantage to others, to the detriment of the University or other members of the University community.

The purposes of this Regulation are to ensure that:

- all affairs of the University are conducted in a manner that maintains the trust of the community in the University and its affiliated institutions;
- at all times all members of the University Community act with integrity and adhere to the highest ethical standards;
- the integrity of all members is protected in the performance of their University obligations and functions;
- all members can identify actual or potential conflicts of interest; and
- all actual and potential conflicts of interest are properly managed in keeping with the law and best practices.

The existence of a potential or actual conflict situation does not necessarily connote misconduct or preclude the involvement of a member in the situation in which a conflict has or might have arisen – provided the conflict is



recognized, disclosed, assessed and addressed. However, it must be recognized that not all conflicts of interest will be permissible even if disclosed in a timely matter.

This Regulation applies to all members of the University community. It is part of a broader commitment by the University to cultivate and reinforce a culture that will enable its members to identify and resolve conflicts of interest with the support and guidance of the administration and their units. To this end, opportunities to discuss and guide members of the community on addressing conflict of interest will be enhanced.

Section 1. Definitions

For the purposes of this Regulation:

- 1.1 **“Agency”** includes a funding agency, granting council, foundation, organization or other entity, public or private, supporting in whole or in part, research and scholarly activities.
- 1.2 **“Conflict of Interest (COI)”** means any situation in which:
 - i. a Member or a Related Party has a personal interest, whether direct or indirect, of which the Member is, or should be, aware, and that in the opinion of a reasonably informed and impartial Person is sufficient to put into question either the independence, impartiality, and objectiveness that the Member is obliged to exercise in the performance of their duties or the ability of the Member to act in the best interests of the University (actual Conflict of Interest); or
 - ii. a Member or a Related Party appears, in the opinion of a reasonably informed and impartial Person, to have a personal interest, whether direct or indirect, that is sufficient to put into question the independence, impartiality, and objectiveness that the Member is obliged to exercise in the performance of their duties or the ability of the Member to act in the best interests of the University (potential Conflict of Interest).
- 1.3 **“Days”** mean working days, which excludes weekends, statutory holidays, and other days during which the University is closed.
- 1.4 **“Financial Interest”** means any interest, or the opportunity to acquire any interest, in any business or Person or anything else of value including remuneration (such as salary, consulting fees, retainers, honoraria, bonuses, gifts, speaker’s fees, advisory board remuneration, finders or recruitment fees), equity interests (such as stocks, stock options or other ownership interests), and intellectual property rights (such as patents, copyrights, royalties or other payments from such rights).
- 1.5 **“Legal Person”** includes corporations, partnerships, associations, foundations, organizations, government agencies, and any other entity or body.
- 1.6 **“Member,”** subject to section 8, means any member of the McGill University community:
 - i. who is an employee of the University;
 - ii. who holds office under the University Charter of Statutes or who serves on any body or committee of the University;
 - iii. who holds office on the board of an institution affiliated with McGill University or who serves on a committee established by such board; or
 - iv. who is an appointee (including a volunteer) of the University.
- 1.7 **“New member”** means an individual who becomes a Member after this Regulation is adopted.
- 1.8 **“Person”** includes, where the context requires, both natural and Legal Persons.
- 1.9 **“Related party”** includes:

- i. a Member's immediate family;
- ii. a Person living in the Member's household;
- iii. a Person with whom a Member has, or had, a close or intimate personal relationship; or
- iv. a Person with whom the Member shares or owes, directly or indirectly, a financial or other interest.

1.10 "Reporting Officer" means:

- i. for the President, the Chair of the Board of Governors;
- ii. for the Provost and Executive Vice-President (Academic), Deputy-Provost or a vice-president, the President;
- iii. for an assistant or associate provost, the Provost and Executive Vice-President (Academic);
- iv. for an assistant or associate vice-president, that vice-president to whom the Member reports;
- v. for the Director or Dean of Libraries, the Provost and Executive Vice-President (Academic);
- vi. for a dean, the Provost and Executive Vice-President (Academic);
- vii. for the Secretary-General, the President;
- viii. for an assistant or associate dean, the dean;
- ix. for the chair of a department or director of a centre, institute or school, the dean;
- x. for the director of an administrative unit, the Provost and Executive Vice-President (Academic), Deputy-Provost or vice-president responsible for that unit;
- xi. for a Member of the academic staff of a Faculty having departments, centres, institutes or schools, the chair of the department or the director of the centre, institute or school to which the member has been appointed in their official letter of appointment;
- xii. for a Member of the academic staff of a faculty without departments, centres, institutes or schools, the dean of the faculty to which the member has been appointed in their official letter of appointment;
- xiii. for a Member of the librarian staff, the Director or Dean of Libraries;
- xiv. for a postdoctoral fellow, the supervisor of the postdoctoral fellow;
- xv. for a graduate student, the student's supervisor;
- xvi. for any other Member, the holder of the office to whom the Member reports or who has supervisory responsibility over the Member;
- xvii. for a Member of a committee other than a committee of the Board of Governors, the chair of the committee;
- xviii. for the chair of a committee other than a committee of the Board of Governors, the individual or the chair of the body to which the committee reports;
- xix. in the event that a Reporting Officer is also implicated in the Conflict of Interest situation, the first Reporting Officer's Superior not so implicated.

1.11 "Reporting Officer's Superior" means the individual to whom the Reporting Officer would personally report a Conflict of Interest.

2 Section 2. General Duties of Members

2.1 A Member shall:

- i. act responsibly, ethically and fairly with care, diligence, and loyalty and be accountable for their actions and decisions in performing their duties at or on behalf of the University;
- ii. arrange their affairs in a manner that will bear public scrutiny;
- iii. disclose Conflicts of Interest they are aware of them and address or manage them in the best interests of the University community;
- iv. submit an updated Conflict of Interest declaration annually for all ongoing COIs;
- v. not act, after ceasing to be a Member, in such a manner as to take improper advantage of their prior association with the University.

2.2 In addition to the requirements of Section 2.1, the following Members shall submit an annual declaration related to Conflict of Interest on a form approved by the Provost and Executive Vice-President (Academic) by March 31st:

- i. academic staff governed by the *Regulations Relating to the Employment of Tenure Track and Tenured Academic Staff*;
- ii. academic staff governed by the *Regulations Relating to the Employment of Librarian Staff*; and
- iii. salaried academic staff who are governed by the *Regulations Relating to the Employment of Contract Academic Staff*.

3 Section 3. Addressing Conflict of Interest

3.1 A Member, immediately upon becoming aware of a Conflict of Interest, shall make written disclosure of the facts material to the Conflict of Interest on a form approved by the Provost and Executive Vice-President (Academic) to:

- i. their Reporting Officer in accordance with these provisions; and
- ii. in the case of a Conflict of Interest arising in the context of research involving human subjects, to the Research Ethics Board in accordance with the University policies governing the ethical conduct of human subject research as exist from time to time.

3.1.1 The facts material to the Conflict of Interest may include as appropriate to the situation:

- i. the Persons or group of Persons likely to benefit from the Conflict of Interest;
- ii. any Persons or group of Persons whose interests may be adversely affected by the Conflict of Interest;
- iii. the nature and value of any advantage or benefit, monetary or other, direct or indirect, that may be derived by the Member or a Related Party from the Conflict of Interest;
- iv. any existing Financial Interest the Member or a Related Party may have in any Person involved in the Conflict of Interest;
- v. the relationship the Member or a Related Party has with the Person which is the source of the Conflict of Interest including whether the Member or Related Party is an officer or director of, or consultant to, or serves on an advisory or other board external to the University or its affiliated institutions;
- vi. the benefit, if any, that will be derived by the University from the situation; and
- vii. other relevant information that may be requested by the Reporting Officer, any authority charged with reviewing a Conflict of Interest pursuant to Section 3.3.3 or, where appropriate, a Research Ethics Board.

3.1.2 In addition to the requirements of sections 3.1 and 3.1.1, a Member who has a Conflict of Interest that arises in the context of membership in a University committee or other decision-making body shall disclose the Conflict of Interest to the Chair of committee or other decision-making body concerned. The disclosure shall be recorded in the minutes of the decision-making body or committee. The Chair of the committee or other decision-making body shall determine whether the conflict can be managed through a conflict mitigation plan or whether the Member must withdraw from all or some of the activities of the decision-making body or committee concerned, including abstaining from deliberating and voting on the matter that has given rise to the Conflict of Interest.

3.1.2.1 Where, in a situation like that described in section 3.1.2, the Member in question is the Chair of the decision-making body or committee concerned, the Member's Reporting Officer shall determine the appropriate course to follow, consulting with appropriate University officers (e.g., Secretary-General, General Counsel) as appropriate.

3.2 If a Member is uncertain as to whether they are, or will be, in a Conflict of Interest, such Member shall consult their Reporting Officer or, where appropriate, a Research Ethics Board, to clarify the issue.

3.3 Subject to section 3.5, the Reporting Officer, after reviewing the Member's disclosure, may decide:

- i. there is no Conflict of Interest;
- ii. there is a Conflict of Interest but it is permissible if appropriately addressed; or
- iii. there is a Conflict of Interest and it is not permissible.

3.3.1 When making a decision under section 3.3 the Reporting Officer shall meet with the Member and be guided by whether, if the Conflict of Interest is permitted:

- i. the interests of the University can be adequately protected;
- ii. the interests of other Persons affected by the Conflict of Interest can be adequately protected;
- iii. the Conflict of Interest can be effectively addressed;
- iv. the proposed Conflict of Interest may compromise the Member's judgment in fulfilling their obligations and duties to the University;
- v. a reasonably informed and impartial Person would view the Conflict of Interest as permissible.

3.3.2 A Reporting Officer must make a decision under section 3.3 within 15 Days of receipt of the Member's disclosure. The decision will be recorded in writing and include:

- i. their determination as to the existence of a Conflict of Interest together with supporting reasons;
- ii. whether the Member is permitted to engage in the Conflict of Interest;
- iii. the period for which permission is effective;
- iv. the conditions, if any, under which permission is granted, which conditions shall as a minimum require:
 - a) disclosure of the Conflict of Interest to any and all other Persons who would be affected by it; and
 - b) that the Member promptly report any change in circumstances that may change the nature or scope of the Conflict of Interest or affect its management; and
- v. where appropriate, the measures to be taken to monitor and/or manage the Conflict of Interest.

3.3.3 Upon making their decision, Reporting Officer shall forward a copy of their decision to the Member and:

- i. for research-related matters (including but not limited to situations involving research grants, spinoffs, partnered research or research contracts) to the Office of the Vice-President (Research and Innovation) who will have 15 Days to review the matter and record a decision before subsequently submitting the decision to the Member with a copy to their Reporting Officer's Superior and the Office of the Provost and Executive Vice-President (Academic) so that this can be retained in the Member's file with the Academic Personnel Office;
- ii. for non-research related matters, to the Reporting Officer's Superior who will have 10 Days to review the matter and record a determination before subsequently referring the matter to the Provost and Executive Vice-President (Academic), who will have a further 15 Days to review and make a determination on the matter. The Provost and Vice-President (Academic) shall then submit the decision to the Member, retaining with a copy for the Member's file within the Academic Personnel Office.

3.3.3.1 Any University authority responsible for reviewing a Conflict of Interest disclosure may request additional information from the Member who made the disclosure. The time delays set out in section 3.3.3 are paused when such a request is made and resume when the additional information that can be provided has been delivered.

3.4 If a Member is of the opinion that permission to engage in the Conflict of Interest has been unreasonably withheld by a University authority responsible, pursuant to this Regulation, for reviewing a Conflict of Interest disclosure, the Member may, within 15 Days of receipt of the decision, request a review of the matter by the Reporting Officer of the authority whose decision the Member contests.

3.4.1 Upon receiving a review of a request to review a decision pursuant to section 3.4, the Reporting Officer of the authority who made the decision the Member contests will carry out a review by considering information deemed relevant and must consult with the staff member and with authority who made the decision concerned before making a determination.

3.4.2 Further to the review described at section 3.4.1, the Reporting Officer of the authority who made the decision the staff member contests will make a determination that may uphold, reverse or modify the contested decision. This shall be communicated in writing, with accompanying reasons, to the staff member, the Reporting Officer, the Provost and Executive Vice-President (Academic), and, in the case of a research-related Conflict of Interest, to the Vice-President (Research & Innovation).

3.5 Notwithstanding sections 3.3 through 3.4.2, where a Research Ethics Board has been charged with a Conflict of Interest situation the matter shall be dealt with in accordance with the provisions of University policies governing the ethical conduct of human subject research as exist from time to time.

In addition to any filing requirements contained in University policies governing the ethical conduct of human subject research, a copy of the decision of the Research Ethics Board and, where appropriate, of the decision of the Research Ethics Appeals Committee shall be filed with the relevant chair and dean and the Office of the Vice-President (Research and Innovation).

Section 4. Confidentiality of Information

4.1 Except as required by law, any confidential information disclosed by a Member pursuant to this Regulation shall be available only to those Persons who have a legitimate need to know, and to any Agency where disclosure is required to ensure compliance with the rules of that Agency.

Section 5. Responsibility of Reporting Officers

- 5.1 It is the responsibility of a Reporting Officer:
- i. to ensure that those who report to them are aware of the provisions of this Regulation;
 - ii. to implement this Regulation by promptly initiating remedial or disciplinary action as appropriate on becoming aware of an undisclosed Conflict of Interest affecting a Member.

Section 6. Responsibility of New Members

6.1 A New Member shall disclose all Conflicts of Interest to their Reporting Officer as required by this Regulation within thirty (30) Days following their becoming a Member.

Section 7. Cessation of Membership

- 7.1 A Member, upon ceasing to be a Member:
- i. shall respect the confidentiality of all information received in the performance of their duties, as well as the confidentiality of the deliberations of any University board or committee or body on which the Member has served in any capacity;
 - ii. shall not make use of any University information that is not generally available to the public, in order to derive there from a benefit or advantage for the Member, a Related Party or their employer.

Section 8. Board of Governors

8.1 This Regulation does not apply to Members serving on the Board of Governors or its committees of the Board of Governors in so far as they are engaged in the official business of the Board of Governors. Such Members shall comply with the *Code of Ethics and Conduct for Members of the Board of Governors of McGill University and Trustees of the Royal Institution for the Advancement of Learning*.

Section 9. Failure to Comply with Regulation

9.1 The failure of a Member who knows, or who should reasonably know, that they are in a Conflict of Interest, to comply with the provisions of this Regulation may constitute a disciplinary offence under the regulations, policies, code or collective agreement to which the Member is subject.

Section 10. Review of Regulation

10.1 The operation of this Regulation shall be reviewed at the end of its fifth year of operation following its last amendment by a working group comprised of:

- i. one representative designated from within each of the following sectors: academic staff, graduate students and post-doctoral fellows appointed in consultation with employee associations (notably the McGill Association of University Teachers), employee unions and student associations; and
- ii. one representative from each of: the Office of the Provost and Executive Vice-President (Academic); the Office of the Vice-President (Research and Innovation); and the Office of the Vice-President (Administration and Finance).

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