

STATEMENT OF POLICY ON CONSULTING AGREEMENTS

The following Statement of Policy on Consulting Agreements has been adopted by the Trustees upon the recommendation of the Vice President, Research Administration. The Statement's purpose is

- (a) to protect the academic freedom traditional within The Massachusetts Eye and Ear Infirmary, ("The Hospital")
- (b) to assist The Hospital's staff and The Hospital itself in meeting their respective contractual responsibilities for research being carried on in The Hospital; and,
- (c) to guide staff in evaluating invitations to provide compensated consulting services outside the scope of their employment by the Hospital or to accept additional compensation for services within or incidental to the scope of such employment. This Statement should read in light of The Hospital's Statement of Policy and Guidelines with Respect to Potential Conflicts of Interest.

1. Such an invitation frequently offers a staff member the opportunity to enlarge his/her scientific knowledge and perspectives. Thus, such invitations are welcome.
2. However, occasionally:
 - (a) The services contemplated by the proposed Consulting Agreement may materially relate to or draw on work (i) which the staff member has done, is doing, or expects to do within the scope of his/her employment by or in association with The Hospital and (ii) for which he/she has made, is making, or expects to make substantial use of facilities by or through The Hospital;
 - (b) Acceptance of the invitation may impose restrictions on the freedom of the staff member to communicate with his/her colleagues about his/her consulting work, to publish reports on such work, to establish rights to own and use the fruits of the work, or to patent discoveries and inventions resulting from it; and
 - (c) Such restrictions may impinge as well on rights and duties of both The Hospital and obligations to sponsor of research already under way or contracted at The Hospital.
3. Thus, before accepting any proposed Consulting Agreement every staff member shall disclose it to his/her Chief/Chairman or Director of Laboratory/Unit and will then submit it to the Vice President, Research Administration and request that the latter:
 - (a) Review the proposed agreement,
 - (b) Advise the Staff members as to its consonance with:
 - (1) The MEEI Patent Policy and Procedures;
 - (2) The Statement of Policy and Guidelines with Respect to Potential Conflict of Interest;

- (3) This Statement of Policy; and,
 - (c) If the staff member shall so further request, assist him/her in negotiating and drafting appropriate revisions of the proposal. In so doing, the staff member may delete from the document all financial terms specified therein.
- 4. The Consulting Agreement must in any event:
 - (a) Incorporate by reference and be subject to:
 - (1) Patent Policies and Procedures of The MEEI in effect at the time; and
 - (2) All additional obligations, if any, which the Consultant shall have at the time being under either or both of (aa) the patent policies of any institution other than The Hospital and (bb) any prior undertaking to conduct research, whether for The Hospital, pursuant to another consulting Agreement, or otherwise; and,
 - (b) Impose no restriction on the freedom of the Consultant to discuss and disclose by publication or otherwise any research by him/her which shall make substantial use of any facilities, materials, or other resources furnished by or through The Hospital.
- 5. The provisions of this Statement apply to all staff members of The Hospital. Newly appointed individuals who have existing contractual relationships must meet with the Vice President, Research Administration prior to or immediately following their appointment. They must disclose their current consulting agreements to the Vice President, Research Administration. Should any agreement contain provisions which do not conform to this statement or other applicable policies of The Hospital, the individual and Vice President, Research Administration must act to make any necessary changes.
- 6. The Chief/Chairman or Director of the Service/Department and Director of Laboratory/Unit will include a meeting between the Vice President, Research Administration and individuals newly appointed to the staff as part of the appointment process for review for relevant Hospital policies. The Vice President, Research Administration will review with each applicant the applicant's consulting agreements to determine their conformance with The Hospital's policies and identify any potential conflict.
- 7. No individual on the staff of the Massachusetts Eye and Ear Infirmary shall be a participant in a research agreement between the MEEI and an outside company and at the same time enter into a personal consulting agreement with that company without prior disclosure of these arrangements with the Office of the President.

**Amendment to Massachusetts Eye and Ear Infirmery Statement of Policy on
Consulting Agreements**

Amendment to Section on Review of Consulting Agreements that Raise Heightened
Concern

8. Certain Consulting Agreements create heightened concern of interference with the primacy of the staff member's Hospital responsibilities.

(a) Factors that would create heightened concern include:

- i. Any Consulting Agreement that contains substantial monetary or equity compensation. The Conflicts of Interest and Commitment Committee may from time to time determine the relevant compensation thresholds. At the time of adoption of this provision, the thresholds are cash compensation above \$30,000 per year or equity (including stock options) valued at more than \$30,000 or consisting of more than 1% of the equity in a company.
- ii. Any Consulting Agreement that contains a fiduciary obligation to an outside entity.
- iii. Any Consulting Agreement with investment-related entities.

This list of factors is not exclusive. There may be other unusual provisions or circumstances that may warrant the additional review provided for in this provision.

(b) Before accepting a Consulting Agreement that raises heightened concern, every staff member must submit it for review and approval by his/her Department Chief. The Department Chief shall consult with the General Counsel. The Department Chief and/or the General Counsel may consult with the Conflicts of Interest and Commitment Committee as he/she/they deem(s) appropriate in the circumstances. The Consulting Agreements that raise heightened concern will be further reviewed by the Vice President of Research Administration.

(c) In the event the staff member who desires to accept a Consulting Agreement that raises heightened concern is a Department Chief, he/she must submit it for review and approval by the President of the Hospital's parent company, Foundation of the Massachusetts Eye and Ear Infirmery, Inc. ("Foundation"). The Foundation President shall consult with the General Counsel, the Chair of the Foundation Board or his/his designee, and the Conflicts of Interest and Commitment Committee. The Consulting Agreements that raise heightened concern will be further reviewed by the Vice President of Research Administration.

(d) In the event the staff member who desires to accept a Consulting Agreement that raises heightened concern is the Hospital President or the Foundation President, he/she must submit it for review and approval by the Chair of the Foundation Board or his/his designee, who shall consult with the General Counsel and the Conflicts of Interest and Commitment Committee. The Consulting Agreements that raise heightened concern will be further reviewed by the Vice President of Research Administration.