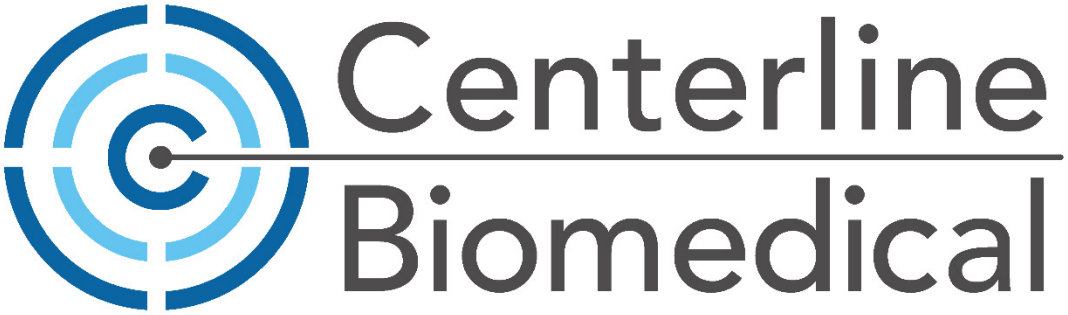

10000 Cedar Avenue, Cleveland, Ohio 44106, USA

Financial Conflict of Interest Policy and Procedure

26 April 2021

Approval

Name / Title	Signature	Date
Jessica Yakubowski / Project Portfolio Manager, Author	Jessica Yakubowski Digitally signed by Jessica Yakubowski Reason: I am approving this document Date: 2021.04.27 08:44:14 -04'00' Adobe Acrobat Reader version: 2021.001.20150	
Philip Rackliffe / Chief Executive Officer	Philip Rackliffe Digitally signed by Philip Rackliffe Date: 2021.04.27 10:10:06 -04'00'	
Vinod K. Goel / President & CFO	Vinod K. Goel Digitally signed by Vinod K. Goel Date: 2021.04.26 16:05:01 -04'00'	
Vikash Goel / CTO & Founder	Vikash Goel Digitally signed by Vikash Goel Reason: I am approving this document Date: 2021.04.26 15:30:08 -04'00' Adobe Acrobat version: 2017.011.30152	

1. Table of Contents

2. Introduction

2.1 General Policy

This statement of policy and procedures is intended to carry out Centerline Biomedical's responsibilities of 42 CFR 50, Subpart F, "Promoting Objectivity in Research".

2.2 Scope

This policy applies to each Investigator who is planning to or currently participating in Public Health Service (PHS) funded research for Centerline Biomedical as well as Centerline Biomedical's Designated Official(s), Signing Official, and Senior/Key Personnel concerning grant work. *(NOTE: Subpart F does not apply to Phase I SBIR/STTR applications and recipients.)*

3. Definitions

Terms used have the same meaning as given them in 42 CFR 50, Subpart F.

Disclosure of significant financial interest means an Investigator's disclosure of significant financial interests to an institution.

Financial conflict of interest (FCOI) means a significant financial interest that could directly and significantly affect the design, conduct, or reporting of PHS-funded research.

FCOI report means an Institution's report of a financial conflict of interest to a PHS Awarding Component.

Institution means any domestic or foreign, public or private, entity or organization (excluding a Federal agency) that is applying for, or that receives, PHS research funding.

Investigator means the project director or principal investigator and any other person, regardless of the title or position, who is responsible for the design, conduct, or reporting of research funded by the PHS, or proposed for such funding, which may include, for example, collaborators or consultants.

PD/PI means a project director or principal Investigator of a PHS-funded research project; the PD/PI is included in the definitions of senior/key personnel and Investigator under 42 CFR 50, Subpart F.

PHS means the Public Health Service of the U.S. Department of Health and Human Services, and any components of the PHS to which the authority involved may be delegated, including the National Institutes of Health (NIH).

Senior/Key Personnel means the PD/PI and any other person identified as senior/key personnel by the Institution in the grant application, progress report, or any other report submitted to the PHS by the Institution under 42 CFR 50, Subpart F.

SFI means Significant Financial Interest as described in 42 CFR 50, Subpart F.

4. References

4.1 042 CFR 50, Subpart F

5. Roles and Responsibilities

5.1 Centerline Biomedical Management

a. Identifies a Signing Official within the Institution
b. Shall take administrative action as appropriate to ensure Investigator compliance to this policy and procedure.

5.2 Investigator

a. Fulfills training requirements as required
b. Submits SFIs or FCOIs to the Designated Official as required
c. Notifies the Signing Official and Designated Official if he/she is new to an Institution
d. Reviews and agrees to follow his/her respective Management Plan as applicable
e. Self-monitors adherence to any respective Management Plans

5.3 Designated Official(s)

a. Informs each investigator who is planning to participate in, or is participating in, the PHS-funded research of training requirements
b. Files signed training records from Investigators
c. Monitors when Investigator re-training is required (due to the 4-year re-training requirement or when a new revision is released).
d. Completes written agreements with subrecipients that establish whether the financial conflict of interest policy of the Centerline Biomedical or that of the subrecipient will apply to the subrecipient's Investigators as required by the regulation
e. Solicits and reviews disclosures of significant financial interests from each investigator who is planning to participate in, or is participating in, the PHS-funded research, as required by the regulation
f. Generates FCOI reports as required per the regulation.
    i. Or, solicits FCOI reports from subrecipients if an agreement exists that they will comply to the subrecipient's FCOI policy
g. Submits FCOI reports through eRA Commons as required per the regulation.
h. Creates Management Plans for Investigators that are following Centerline Biomedical's FCOI Policy.
i. Conducts and documents retrospective reviews as required by the regulation.
j. Monitors adherence to Management Plans when Investigators are using Centerline Biomedical's FCOI Policy by requesting completion of the Conflict Management Monitoring Form and reviewing the responses.
k. Generates and submits Mitigation Reports to the NIH as required by the regulation
l. Files all FCOI-related documents per the regulation
m. Provides information concerning identified FCOIs held by senior/key personnel (as defined by the regulation), within 5 calendar days of a written request.
n. Reviews the FCOI Policy posted on the company website at least annually per the regulation

5.4 Signing Official

a. Identifies a Designated Official(s) within the Institution
b. Informs the Designated Official of any Investigators (including sub-recipient Investigators) identified on a grant application as well as any new Investigators added to an existing grant
c. Forms agreements with subrecipients regarding whether their FCOI Policy or Centerline Biomedical's FCOI Policy will be used and submits signed agreement to the Designated Official
d. Reviews and approves Management Plans for Investigators created by the Designated Official

5.5 All Personnel

a. All personnel are responsible for notifying the Designated Official if they become aware that an Investigator(s) is not in compliance with the policy or his or her respective Management Plan.

6. Policy and Procedure

6.1 Signing Official

a. Centerline Biomedical Management shall identify a Signing Official within the Institution.

6.2 Designated Official

a. The Signing Official shall identify a Designated Official(s) within the Institution.

6.3 Notification of Investigators

a. The Signing Official shall inform the Designated Official of any Investigators (including sub-recipient Investigators) identified on a grant application as well as any new Investigators added to an existing grant.

6.4 Training Requirements

a. Prior to engaging in research related to any PHS-funded grant, each Investigator must be informed of the following:
    i. Centerline Biomedical's *Financial Conflict of Interest Policy and Procedure* (i.e. this document)
    ii. Investigator's disclosure responsibilities
    iii. Federal Regulation
b. The Designated Official will inform each investigator of the above documentation and provide a training record for the Investigator to sign.
c. Each Investigator shall complete the required training and return the completed training record to the Designated Official to log proof of training.
d. The Designated Official shall file the completed training record.
e. Re-Training
    i. Training must be conducted again if any of the following apply:
        1. It has been 4 years since the last training.
        2. The Institution revises its FCOI Policy that affects requirements of the Investigators.
        3. An Investigator is new to an Institution.
        4. An Investigator is not in compliance with the policy or management plan.

6.5 Solicitation and Review of SFIs

a. The Designated Official shall solicit and review disclosures of SFIs of the Investigators (and those of the Investigator's spouse and dependent children) related

to an Investigator's Institutional responsibilities that meets or exceeds the regulatory definition of SFI no later than at the time of application for PHS-funded research.

i. SFIs
    1. SFIs include the following examples, in addition to others described in 42 CFR Part 50 Subpart F.
        a. A SFI exists if the value of any remuneration received from the entity in the twelve months preceding the disclosure, when aggregated, exceeds $5,000 or when the Investigator (or the Investigator's spouse or dependent children) holds any equity interest (i.e. stock, stock option, or other ownership interest)
        b. Intellectual property rights and interests (i.e. patents, copyrights), upon receipt of income related to such rights and interests
        c. Investigators must also disclose the occurrence of any reimbursed travel or sponsored travel (i.e. that which is paid on behalf of the investigator and not reimbursed to the Investigator so that the exact monetary value may not be readily available), related to their institutional responsibilities (see regulation for exceptions). At a minimum, the SFI must include the purpose of the trip, the identity of the sponsor/organizer, the destination, and the duration.
    2. SFI does not include salary, royalties, or other remuneration paid by the Institution to the Investigator if the investigator is currently employed or otherwise appointed by the Institution. (See regulation for additional circumstances not categorized as SFI.)

ii. Review of SFIs
    1. The following guidelines should be used by the Designated Official to determine whether an Investigator's SFI is related to PHS-funded research and, if so, whether the SFI is an FCOI.
        a. An Investigator's SFI is related to PHS-funded research when the Institution, through its Designated Official(s), reasonably determines that the SFI: could be affected by the PHS-funded research; or is in an entity whose financial interest could be affected by the research
            i. The Institution may involve the Investigator in the Designated Official's determination
        b. A FCOI exists when the Institution, through its Designated Official(s), reasonably determines that the SFI could directly and significantly affect the design, conduct, or reporting of the PHS-funded research.
            ii. Centerline Biomedical does not consider reimbursed or sponsored travel of its employees as described above to be a FCOI.

b. Investigators are also required to disclose SFIs (and those of the Investigator's spouse and dependent children) related to the Investigator's Institutional responsibilities that meets or exceeds the regulatory definition of SFI:
    i. At least annually during the period of the award
    ii. Within 30 days of discovering or acquiring a new SFI (i.e. through purchase, marriage, or inheritance)
c. See 'Subrecipient Requirements' below regarding subrecipient requirements.

6.6 Management Plans

a. If a FCOI is identified, a Management Plan is to be developed and implemented to manage the FCOI.
b. The Management Plan shall specify the actions that have been, and shall be, taken to manage such financial conflict of interest. Below are some examples of conditions or restrictions that might be imposed to manage FCOIs.
    i. Public disclosure of financial conflicts of interest (i.e. when presenting or publishing research)
    ii. For research projects involving human subjects research, disclosure of financial conflicts of interest directly to participants
    iii. Appointment of an independent monitor capable of taking measures to protect the design, conduct, and reporting of the research against bias resulting from the financial conflict of interest
    iv. Modification to the research plan
    v. Change of personnel or personnel responsibilities, or disqualification of personnel from participation in all or a portion of the research
    vi. Reduction or elimination of the financial interest (i.e. sales of an equity interest)
    vii. Severance of relationships that create financial conflicts
c. The Designated Official shall create the Management Plan and review it with the Signing Official prior to finalizing the plan.
d. After the Management Plan is finalized, it should be shared with the Investigator to review and acknowledge agreement to comply with the plan.
e. Whenever an Institution identifies a SFI that was not disclosed timely by an Investigator or not previously reviewed by the Institution, a Management Plan must be implemented within 60 days if it is determined that the SFI is a FCOI.
f. See ‘Subrecipient Requirements’ below regarding subrecipient requirements.

6.7 Reporting to NIH

a. Prior to expenditure of funds, initial FCOI reports should be submitted to the NIH.
    i. FCOI reports are to include the following:
        1. Project Number
        2. PD/PI or Contact PD/PI if a multiple PD/PI model is used
        3. The name of the investigator with the FCOI
        4. The name of the entity with which the investigator has a FCOI
        5. The nature of the Significant Financial Interest (SFI)
            a. i.e. equity, consulting fee, travel reimbursement, honorarium, etc.
        6. The value of the financial interest
            a. NOTE: Dollar ranges are permissible. See regulation for permissible ranges.
        7. Description of how the financial interest relates to the NIH-funded research and why the Institution determined that the financial interest conflicts with such research
        8. Description of the key elements of the Institution’s Management Plan, including:
            a. Role and principal duties of the conflicted Investigator in the research project
            b. Conditions of the Management Plan

c. How the Management Plan is designed to safeguard objectivity in the research project
d. Confirmation of the Investigator's agreement to the Management Plan
e. How the Management Plan will be monitored to ensure Investigator compliance
f. Other information as needed

ii. In addition to initial FCOI reports, Institutions are required to submit FCOI reports under the following circumstances:
1. Within 60 days of identification of an Investigator who is newly participating in the project
2. Within 60 days for new, or newly identified, FCOIs for existing investigators
3. At least annually (at the same time as when the Institution is required to submit the annual progress report, multi-year report, if applicable, or at time of extension) to provide the status of the FCOI and any changes to the management plan, if applicable, until the completion of the project
4. Following a retrospective review to update a previously submitted report, if appropriate.

iii. Reports are to be submitted via the eRA Commons FCOI Module.

b. The Designated Official shall submit Mitigation Reports as required by the regulation (see 'Noncompliance' below).
c. See 'Subrecipient Requirements' below regarding subrecipient requirements.

6.8 Monitoring

a. All Investigator FCOIs must be managed. Compliance with Management Plans must be monitored until completion of the project. The Designated Official shall monitor compliance to Management Plans for Investigators that have agreed to follow Centerline Biomedical's FCOI Policy (instead of their own Institution's policy in the event of a subrecipient Investigator). Monitoring will consist of requiring Investigators to fill out a Conflict Management Plan Monitoring Form, provide evidence of compliance (such as samples of disclosures made in publications), and provide any feedback or issues they have had complying with their respective Management Plan's requirements.
b. Failure by any Investigator to comply with the relevant Management Plan(s), or with any part of this policy, may be cause for corrective action. Centerline Biomedical maintains the right to impose sanctions up to and including termination of employment or contractual relationship with the company.
c. See 'Subrecipient Requirements' below regarding subrecipient requirements.

6.9 Noncompliance

a. In the event that the Institution determines noncompliance for SFIs not disclosed timely or previously reviewed or whenever a FCOI is not identified or managed in a timely manner:
i. A retrospective review must be completed and documented within 120 days
ii. The retrospective review must be documented and at a minimum, include the following, consistent with the regulation:
1. Project Number

2. Project Title
3. PD/PI or contact PD/PI if a multiple PD/PI model is used
4. Name of the Investigator with the FCOI
5. Name of the entity with which the Investigator has a financial conflict of interest
6. Reason(s) for the retrospective review
7. Detailed methodology used for the retrospective review (i.e. methodology of the review process, composition of the review panel, documents reviewed)
8. Findings of the review
9. Conclusions of the review

iii. If appropriate, the Institution shall update the previously submitted FCOI report per the regulation.

iv. If bias is found with the design, conduct or reporting of NIH-funded research, the NIH must be promptly notified and a Mitigation Report must be submitted to the NIH. The Designated Official shall inform the NIH in the form of a Mitigation Report.

10. The Mitigation Report shall include the following elements in accordance with the regulation:
    a. At a minimum, the key elements documented in the retrospective review and a description of the impact of the bias on the research project and the Institution's plan of action or actions taken to eliminate or mitigate the effect of the bias (i.e. impact on the research project; extent of harm done, including any qualitative and quantitative data to support any actual or future harm; analysis of whether the research project is salvageable)

b. The Designated Official shall notify NIH promptly if an Investigator fails to comply with this FCOI policy or a FCOI management plan appears to have biased the design, conduct, or reporting of the NIH-funded research. Corrective action must also be taken for noncompliance with this policy or the Management Plan.

c. In any case in which the Department of Health and Human Services determines that a PHS-funded research project of clinical research whose purpose is to evaluate the safety of effectiveness of a drug, medical device, or treatment has been designed, conducted, or reported by an Investigator with a financial conflict of interest that was not managed or reported by the Institution as a required by the regulation, the Institution shall require the Investigator involved to:
    i. Disclose the FCOI in each public presentation of the results of the research
    ii. Request an addendum to previously published presentations

d. Management plans and retrospective reviews shall be completed by the Designated Official.

6.10 Subrecipient Requirements

a. If Centerline Biomedical carries out the PHS-funded research through a subrecipient (i.e. subcontractors or consortium members), Centerline Biomedical must take reasonable steps to ensure that any subrecipient investigator complies with 42 CFR Part 50, Subpart F by:
    i. Incorporating as part of a written agreement with the subrecipient terms that establish whether the financial conflict of interest policy of Centerline

Biomedical or that of the subrecipient's Institution will apply to the subrecipient's Investigators.

1. If the subrecipient's Investigators must comply with the subrecipient's FCOI policy, the subrecipient shall certify as part of the agreement referenced above that its policy complies with 42 CFR Part 50 Subpart F. Additionally, the agreement shall also specify period(s) for the subrecipient to report all identified FCOI to Centerline Biomedical. Such time period(s) shall be sufficient to enable Centerline Biomedical to provide timely FCOI reports, as necessary, to the PHS as required by 42 CFR Part 50 Subpart F. (Centerline Biomedical must submit the FCOI reports provided by the subrecipient or subrecipient's Institution to eRA Commons.)
2. If the subrecipient's Investigators must comply with Centerline Biomedical's FCOI policy, the agreement referenced above shall specify time period(s) for the subrecipient to submit all Investigator disclosures of the SFIs to Centerline Biomedical. Such time period(s) shall be sufficient to enable Centerline Biomedical to comply timely with its review, management, and reporting obligations under 42 CFR Part 50 Subpart F.

6.11 Maintenance of Records

a. The Designated Official shall maintain all FCOI-related records
    i. For at least 3 years from the date the final expenditures report is submitted to the PHS (NIH)
    ii. From other dates specified in 45 CFR 75.361; where applicable

6.12 Public Accessibility Requirements

a. This document is available on Centerline Biomedical's company website per regulation requirements.
    i. The policy on the website must be updated at least annually, but any response to a written request should include updated information.
b. Information concerning identified FCOIs held by senior/key personnel (as defined by the regulation),
    i. Will be made available within 5 calendar days of a written request. Written requests should be forwarded to the Designated Official immediately upon receipt.
    ii. Will remain available for three years from the date the information was most recently updated.