

## I. Applicability

This Policy applies to all members of the NYU Langone Health community -- employees, faculty, staff, residents, trainees, students, Officers, and Key Persons of NYU Langone Hospitals, NYU Grossman School of Medicine, NYU Long Island School of Medicine, NYU Langone Health System (the "System") and the other NYU Langone Health Entities (each an "Individual") -- except Trustees who are governed by the Policy on Conflicts of Interest for Trustees, Officers, and Key Persons. All capitalized terms shall have the meaning set forth in Section VI below.

## II. General Policy

A. Individuals have a primary obligation to serve the purposes to which NYU Langone Health is dedicated. As part of this obligation, each Individual has a duty to conduct this or her NYU Langone Health duties and the affairs of NYU Langone Health in a manner that promotes the best interests of the organization and in compliance with legal and regulatory requirements. Individuals have a duty to disclose on an ongoing basis any current, proposed or pending situations that may give rise to a Conflict of Interest.

B. A "Conflict of Interest" means any circumstance in which the personal, professional, financial, or other interests of an Individual (including his or her Immediate Family) may potentially or actually diverge from, or may be reasonably perceived as potentially or actually diverging from, his or her obligations to NYU Langone Health and the interests of NYU Langone Health. A Conflict of Interest may exist whenever an independent observer might reasonably question whether the Individual's actions or decisions are determined by considerations of personal benefit, whether financial or otherwise. A Conflict of Interest also may exist whenever an Individual participates directly or indirectly, in the selection, award or administration of any business transaction which involves NYU Langone Health and the Individual, a member of his or her Immediate Family, or an entity in which he or she has a Financial Interest. Employment agreements between NYU Langone Health and the Individual are not business transactions giving rise to Conflicts of Interest under this Policy. In addition, a Conflict of Interest may exist whenever an Individual, a member of his or her Immediate Family, or an entity in which he or she has a Financial Interest, is involved in a business transaction with NYU Langone Health.

competition with a service provided by NYU Langone Health, including, but not limited to, by providing a teaching, research, or clinical service for a health care provider that competes with NYU Langone Health, or by appropriating or diverting a business or financial opportunity that the Individual knows NYU Langone Health is pursuing. Examples of Conflicts of Interest are set forth in Section VII below.

C. NYU Langone Health does not engage in any matter giving rise to a potential Conflict of Interest involving an Individual unless the matter has been fully disclosed and evaluated in accordance with this Policy and a plan for managing or eliminating the Conflict of Interest has been adopted.

D. This Policy applies to any circumstance that may constitute a Conflict of Interest, regardless of whether it is specifically described in this Policy. For example, while an Individual's Financial Interests are defined to include current interests as well as interests held in



V. Recusal

No Individual shall participate, directly or indirectly, in the selection, award, or administration of any matter that gives rise to a potential Conflict of Interest. In such event, the Individual must not attempt to influence improperly NYU Langone Health's deliberation, decision-making or voting on the matter. The Individual must completely recuse himself or herself from the matter, and must



H. "Officer" means any person described as an officer in the governing documents of the System or any NYU Langone Health Entity.

I. An Individual is an inventor on patents or other IP Rights held by NYU and licensed to a start-up company, and receives an inventor's share of any NYU licensing or royalty income and any equity NYU receives from the start-up company through licensing.

### VIII. Enforcement

A. Violations of this Policy are subject to disciplinary action, up to and including termination of employment or association with NYU Langone Health, in accordance with NYU Langone Health disciplinary policies and procedures applicable to the respective individual.

B. Any failure to make a disclosure as required under this Policy by any member of an NYU Langone Health committee will result in the member being removed from the committee in accordance with the requirements of 0.6 (e)-6 Tw release.