Conflict of Interest and Commitment Policy

I. Scope and Policy Statement

Seton Hall University (“Seton Hall” or the "University") expects that all officers and employees of the University maintain the highest standard of integrity and demonstrate ethical and moral conduct. One of the primary responsibilities of University officers and employees is to safeguard the assets of Seton Hall. An adequate system of internal control is in place to ensure that the University, its mission and objectives are not compromised by the actions of officers or employees. As part of the system of internal control, the University has adopted this Conflict of Interest and Commitment Policy.

The University is a non-profit educational corporation organized under the laws of the State of New Jersey. It is prohibited from engaging in any activity from which officers or employees would benefit financially or personally as a result of their positions at the University.

Officers and employees are expected to avoid even the appearance of impropriety in the performance of their duties and must not exert their positions or knowledge gained on the job to inappropriately influence decisions for their personal advantage or to benefit their family or friends. Favorable social and business relationships between the University and external segments of the community are important. Officers and employees, however, should not accept meals, entertainment, gifts, or other favors from persons or entities with whom the University has business dealings under circumstances, which give the appearance that the donor intended to influence the officers’ or employees’ judgment or conduct.

The University recognizes the importance of maintaining a reputation for integrity that includes compliance with laws and regulations and fulfillment of its contractual obligations. Officers and employees are required to conduct University business with the utmost honesty, accuracy and fairness.

Officers and employees owe their allegiance to the University and the furtherance of its mission. As such, the conflict of commitment element of this policy shall serve to identify, evaluate, and eliminate conflicts or potential conflicts arising from external activities. These other commitments should be evaluated so as not to compete with the interests of the University or adversely affect the mission of the University.

II. Definitions

The following definitions are used in this policy:

A. **Conflict of Interest** is a situation in which officers or employees of the University, their family members, or friends have existing or potential financial, personal, familial, or business interests that impair or might appear to impair the independence and objectivity of judgment of the officers and employees in the discharge of their responsibilities to the University.
B. **Conflict of Commitment** is external activities or employment that substantially interferes with officers’ or employees’ employment responsibilities to the University. A conflict of commitment will be apparent in the failure of officers or employees to discharge fully the role or duties expected of them based upon other external commitments.

C. **Employees** are individuals who perform part-time or full-time work for which they receive remuneration from the University.

D. **Officers** are members of the Executive Cabinet of the University appointed by the President and approved by the Board of Regents.

E. **Business relationship or interest** is one in which officers or employees, their family member or friend, serve as an officer, director, employee, partner, trustee, or stockholder of an organization that does substantial business with Seton Hall and derives a substantial benefit or financial interest, directly, indirectly or potentially, from the business transaction.

F. **Family member** is a spouse, parent, sibling, child, or any other relative, including an uncle, aunt, cousin, nephew, niece, father-in-law, mother-in-law, son-in-law, daughter-in-law, brother-in-law, sister-in-law, stepfather, stepmother, stepson, stepdaughter, stepbrother, stepsister, half-brother, or half-sister, whether related by blood, marriage or adoption, partner in a civil union, any member of a household or an extended family not otherwise stated above who lives at the same address as the officer or employee.

G. **Friend** is a personal or professional colleague who has an actual or potential opportunity to reap some financial interest or gain from a transaction that is directly or indirectly related to the University and any person with whom the officer or employee has an intimate relationship regardless of any opportunity to reap any financial interest or gain.

H. **Financial interest** means any interest that yields, directly or indirectly, a monetary or other material benefit (other than duly authorized salary, compensation or reimbursement for services to the corporation) to the officers or employees or persons employing or retaining their services.

I. **Personal interest** means any interest arising from family or marriage relationships, friendships, or from close business associations, whether or not any financial interest is involved.

### III. Responsibilities of University Officers and Employees

Officers and employees serve the public trust and have an obligation to fulfill their responsibilities utilizing good faith, diligence, fidelity, and loyalty. All decisions by officers and employees should be made on the basis of a desire to advance the best interests of the University and the public good. The integrity and reputation of Seton Hall must be protected at all times. To this end, officers and employees hereby agree to:

A. Adhere to the University’s By-Laws;
B. Maintain the highest standards of integrity and demonstrate ethical, moral and professional conduct; and,

C. Treat information received by virtue of their employment as confidential or privileged both during and after the completion of their employment with the University.

Officers and employees must refrain at all times from any act, which might appear to be in conflict between self-interest and the University’s interests. Officers and employees must be free from any conflicting interest or influence that would make it difficult to render to the University their best efforts or undivided attention.

Professional men and women inevitably are involved in the affairs of other institutions and organizations. Effective institutions will include individuals who may have relationships and affiliations that may raise questions about potential conflicts of interests. Although many such potential conflicts may be deemed inconsequential, all officers and employees have the responsibility to ensure that the University is made aware of situations that involve their financial, personal, familial, or business relationships that could constitute a conflict of interest or commitment.

An actual or potential conflict of interest occurs when officers or employees are in a position to influence a University decision that may result in a financial or personal gain for them, their family member or friend.

Personal gain may result not only in cases where officers or employees, their family member or friend has significant ownership in a firm or corporation with which the University does business, but also when officers or employees, their family member or friend receives remuneration, kickback, bribe, substantial gift, or special consideration as a result of any transaction or business dealings involving the University.

The mere existence of a relationship with outside firms or corporations does not in and of itself create a violation of this policy. If officers or employees have any influence in transactions involving purchases, contracts or leases, it is imperative that they immediately disclose any actual or potential conflict of interest so that safeguards can be established to protect all parties. Officers and employees are required to disclose the conflict, in writing, as soon as it arises to their supervisor and the Department of Human Resources (“HR”).

IV. Compliance

HR shall be responsible for monitoring compliance with this policy concerning all officers and employees. This policy is posted on the University’s policy website. On an annual basis, all officers and those employees with hiring and purchasing responsibilities must review the policy and complete and submit the Disclosure Form, which is attached to the policy.

In those instances where officers and employees are uncertain whether an actual or potential conflict of interest exists, they should inform their supervisor and HR. HR, in consultation with the appropriate individuals, will resolve and document the matter.
V. Conflict of Interest

The term “conflict of interest” cannot be qualitatively defined and is subject to interpretation. It is recognized that certain situations or issues involving ethical judgment may not always be free from ambiguity. Therefore, as a general rule, a person should not only consider the actual existence of a conflict of interest, but also the existence of an unknown third party who might have occasion to judge or interpret the transaction. In order to ensure appropriate conduct by all officers and employees of the University, the highest standards of honorable and ethical conduct must be observed at all times in dealings with or on behalf of the University. Officers or employees shall be considered to have a conflict of interest if:

A. There exists or potentially exists financial or other interests that impair such officers’ or employees’ independent and unbiased judgments in the discharge of their responsibilities to the University.

B. Any organization in which University officers or employees, their family member, or friend is also an officer, director, employee, member, partner, trustee, or stockholder (of more than one percent [1%] of the voting stock or controlling interest) has existing or potentially existing financial or other dealings with the University, which might impair or might reasonably appear to impair the officers’ or employees’ independent, unbiased judgment in the discharge of their responsibilities to the University.

C. Any University resources (including University personnel, funds, facilities, time, reputation, or other assets) are diverted or appear to be diverted from their intended purpose, by virtue of officers’ or employees’ outside activities, associations or appointments.

D. Officers or employees, their family members or friends acquires or holds investments in real estate or properties in which the University may have an interest or when such officers or employees, their family members or friends accept gifts, gratuities, or favors from any person or organization doing business with or seeking to do business with the University if, under the circumstances, it could reasonably be inferred that the officers’ or employees’ independent, unbiased judgment in discharging their obligations to the University would be influenced.

E. Officers and employees supervise, directly or indirectly, any family member or friend, or make any business, personnel or compensation determination involving a family member or friend. This prohibition extends to officers or employees who are in a direct or indirect supervisory relationship in the chain of command or chart of organization.

VI. General guidelines for the avoidance of conflicts

All officers and employees of the University are charged with fidelity in the performance of their duties and functions and should conduct themselves in such regard solely for the purpose, benefit, and interest of the University.

All officers and employees should be aware that their positions within the University should not be used to gain favorable treatment or self-enhancement, unless such occurs as an
incidental, secondary result of actions, the primary purpose of which are intended to benefit the University, its students, and the public in general.

In supporting and participating in political and legal causes or issues, the use of one's title or association with the University is not considered inappropriate; however, careful judgment should be exercised to preclude any inference that one is using his/her position or speaking on behalf of the University in such instance unless proper authorization to do so has been obtained.

For ethical as well as legal reasons, individuals should only have direct dealings with vendors of the University in accordance with the University's purchasing policies.

Information known to be confidential or privileged acquired by an individual in the course of employment at the University should be used only for University purposes.

Officers and employees should remain cognizant that they are expected to devote their best efforts in furtherance of the University's mission during the course of their employment. Outside employment or personal commitments, if such activities would tend to impair the effective fulfillment of their regular responsibilities to the University are not appropriate and should be avoided.

The University, as an academic institution, encourages employee participation in various extramural organizations, government programs, or professional associations that are of service to the general public, the University, or the individual's professional or personal development. However, if the nature of the association is such that the University's name may be identified with the outside organization, the individual must exercise caution and sensitivity to avoid any participation or affiliation, which could be detrimental to the University, its mission, or interests. Individuals are expected to seek guidance or advice from HR before making commitments that may be potentially compromising to the University, its mission, or interests.

Officers or employees may not act for or on behalf of the University, nor vote on any matter under consideration by a committee or constituent part of the University, in connection with a matter in which they have a conflict of interest with the University.

VIII. Disclosure

Officers and employees have an affirmative duty to disclose in writing to HR the existence and nature of their financial, personal, familial, or business interest when considering a proposed transaction or arrangement. Moreover, all officers and those employees with hiring authority or purchasing authority of $10,000 and above are annually required to:

A. Review and understand the terms of this policy;

B. Immediately disclose in writing to their supervisor and HR any possible financial, personal, familial, or business relationships that reasonably might give rise to a conflict involving the University;
C. Acknowledge by signature that they will act in accordance with the letter and spirit of this policy; and,

D. Identify external professional commitments pertaining to outside activities. Officers and employees have a continuing obligation to disclose to their supervisors and HR any information that may have changed or become known after signing the annual disclosure form. Such disclosure shall be in writing. Officers and those employees with hiring or purchasing responsibilities are required to list annually on the disclosure form those relationships that:

i. Officers or employees, their family member or friend maintains with organizations that conduct business with the University;

ii. Potentially could be construed to affect their independent, unbiased judgment in light of decision-making authority and responsibility to the University; and

iii. Involvement with outside professional commitments (e.g. service on other boards or professional organizations, associations, etc.).

Any matter involving a conflict of interest shall be immediately disclosed in writing to the supervisor and HR. The University will determine the appropriate response or action.

If officers or employees are uncertain whether to list a particular relationship, they should contact HR.

The disclosure form is signed upon the commencement of employment and annually thereafter for officers and those employees with supervisory or purchasing responsibilities. Any changes in the status or activities of officers or employees must be immediately reported to the supervisor and HR.

VII. Non-solicitation clause

Officers and employees of the University shall refrain from soliciting and/or accepting any gift, favor, service, compensation, or benefit of any kind from any person or entity that can influence the exercise of their independent judgment. Items of minimal value ($25.00) are not included within this policy and need not be reported, unless they occur repeatedly (on more than two occasions).

VIII. Violations of the policy

Violations of this policy may result in disciplinary action, up to and including termination.

IX. Reporting violations and suspected violations of the policy

Officers and employees are expected to report violations and suspected violations of this policy to their supervisor and HR.
X. **Non-retaliation clause**

Retaliation against an individual who has reported a violation or suspected violation of this policy is prohibited. Retaliation will subject an individual to disciplinary action up to and including termination.

XI. **Responsible Offices**

Office of Human Resources

XII. **Approved**

Revised and approved by Dr. Mary J. Meehan, Ph.D., Interim President on the recommendation of the Executive Cabinet on September 14, 2017.

XIII. **Effective Date**

September 14, 2017
1. Are you aware of any relationships between Seton Hall University and yourself, a family member or a friend as defined by the letter or spirit of this policy that may represent a conflict of interest or a potential conflict of interest or commitment?

   _____ No  _____ Yes

   If yes, please list the information in detail.

   _____________________________________________________________
   _____________________________________________________________
   _____________________________________________________________

2. During the past 12 months, did you, a family member or friend receive any gifts, loans or other financial benefits from any entity or source that does business with the University?

   _____ No  _____ Yes

   If yes, please list the information in detail.

   _____________________________________________________________
   _____________________________________________________________
   _____________________________________________________________

3. Are you a member of any governing boards (public or private sector), professional associations, or organizations?

   _____ No  _____ Yes

   If yes, please list the information in detail.

   _____________________________________________________________
   _____________________________________________________________
   _____________________________________________________________

4. Are you aware of any conflict or potential conflict of interest or commitment involving another officer or employee of the university?

   _____ No  _____ Yes

   If yes, please list the information in detail.

   _____________________________________________________________
   _____________________________________________________________
   _____________________________________________________________

   ________________________________ ________________________________
I attest that I have read and understand Seton Hall University’s Conflict of Interest and Commitment Policy for officers and employees of the University. I recognize that as an officer/employee (please circle) of the University, I occupy a fiduciary position within the University and have the obligation to discharge my duties in good faith with diligence, fidelity and loyalty to Seton Hall University.

I further affirm that the foregoing information is true and complete to the best of my knowledge.

<table>
<thead>
<tr>
<th>Name (please print)</th>
<th>Title</th>
</tr>
</thead>
<tbody>
<tr>
<td>____________________</td>
<td>________</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Signature</th>
<th>Date</th>
</tr>
</thead>
<tbody>
<tr>
<td>____________________</td>
<td>________</td>
</tr>
</tbody>
</table>