

Okinawa Institution of Science and Technology School Corporation Rules for Conflicts of Interest Management

Approved by the President

November 1, 2024

Article 1 Purpose

The purpose of these Rules is to establish necessary matters in connection with the management on individual and organizational conflicts of interest and commitment (hereinafter referred to as “Conflicts of Interest”), in accordance with Chapter 1 “1.4.4 CONFLICT OF INTEREST/CONFLICT OF COMMITMENT” of the Policy, Rules and Procedures (hereinafter referred to as the “PRP”) of the Okinawa Institute of Science and Technology School Corporation (hereinafter referred to as the “Corporation”). These Rules constitute a part of Chapter 22 of the Corporation’s PRP.

Article 2 Policy

1. The Corporation shall encourage the Corporation’s officers and employees to engage in or support various external social, community and political activities in addition to their responsibilities, or to contribute to society as a whole through participation in external organizations and associations, and to develop such activities and partnership in local, national and international context.
2. The Corporation shall have the right and the obligation to ensure that Conflicts of Interest and Commitment arising from the activities described in the preceding paragraph by the Corporation’s officers and employees do not cause social problems. In addition, the Corporation shall have the right and obligation to ensure that potential Conflicts of Interest arising from officers’ or employees’ relationship with Related Parties or Relative, whether they are within OIST or not, be properly managed so that fairness be maintained in the execution of their responsibilities and in the managerial and operational decisions within the University which they directly take part.

3. The Corporation's officers and employees shall have a duty to avoid or prevent inappropriate situations arising from their own Conflicts of Interest and to take measures to prevent situations from arising that could be considered inappropriate.
4. The Corporation shall encourage the Corporation's officers and employees to take an active participation in national and local political activities to the extent permissible.
5. The Corporation and the Corporation's officers and employees shall have obligation to refrain from any action which may give the impression that the Corporation or the Corporation's officers and employees are influencing or attempting to influence in an inappropriate way the decisions of national and local authorities.
6. The Corporation shall support the promotion of the open and timely exchange of the results of academic activities, while taking into account the legal obligations and extramural restrictions on the free exchange of academic information by the Corporation's officers and employees.
7. The Corporation and the Corporation's officers and employees shall have a special responsibility to those involved in the Corporation's research activities and in particular to the subjects of research involving human subjects, and have a duty to avoid or prevent situations in which their obligations to the subjects are affected by financial relationships or in which they may be perceived to have a Conflict of Interest.
8. If a Conflict of Interest or a situation that may give rise to a Conflict of Interest arises, the Corporation's officer and employee shall have a duty to promptly disclose the situation to the Corporation for review by the Corporation.
9. The review and final decision on Conflicts of Interest at the Corporation shall be under the control of the Secretary General (hereinafter referred to as the "SG").

Article 3 Definitions

The terms in these Rules shall be as defined in the following items;

(1) Conflicts of Commitment:

A situation in which the external activities and duties of a Corporation's officers and employees consume so much time, effort or attention that they adversely affect the performance of their duties at the Corporation;

(2) Organizational Conflicts of Interest:

A situation where the Corporation, Corporation's department, Corporation's officers and employees, members of the Board of Governors (hereinafter referred to as "BOG"), other internal organization, or related funds or an institution has a Financial Interest in a Corporation's project, research or commercial transaction with the other party or with a related organization, giving rise to a bias or potential suspicion of bias in the Corporation's operational decision-making or in the review or conduct of research;

(3) Individual Conflicts of Interest:

A situation in which the personal interests of a Corporation's officer or employee, including benefit to Related Parties or Relatives, conflict with the said officer or employee's professional responsibilities at the Corporation, including fairness in executing their duties, such that a third party has reasonable grounds to doubt that the said officer or employee's individual conduct or decisions are based on financial or other personal interests. This is determined by individual circumstances, not by individual characteristics or behavior;

(4) Conflicts of Interest in Research:

Circumstances in which there is a reasonable doubt that the provision of financial, material or human resources to carry out the research will or may create a bias against the business or other interests of the provider, and it also refers to situations in which the content and results of the research, in particular, the basic obligations towards human subject in human subject research are influenced by financial relationships;

(5) Conflicts of Interest according to Technology License:

Circumstances in which the financial benefit to the Corporation from

the successful development of the licensed products or the development of the entity itself may influence the Corporation's decision-making in relation to research, education or other activities of the Corporation. In addition, this includes the possibility that the knowledge that the Corporation or said entities will benefit financially from the successful development based on a technology licensed by the Corporation may affect the relevant research, the objectives of the research, the dissemination of the results and the allocation of the Corporation's resources between competing projects;

(6) Related Parties:

Persons with whom the Corporation's officer or employee has a close personal friendship, and persons with whom the Corporation's officer and employee has a business partnership, academic collaboration, or association of the Corporation's officer or employee. However, this is not limited to situations where bias or lack of fairness due to a Conflict of Interest may be suspected;

(7) Relatives:

The spouse; domestic partner; and, whether by blood, adoption, marriage (including in-laws) or domestic partnership, the child, parent, grandparent, sibling, grandchild, aunt or uncle, niece or nephew, or any person residing in the immediate household of the Corporation's officer or employee. For the purpose of these Rules, "Relatives" include those who are in an intimate relationship described in PRP Chapter 1 "1.3.2. RESPECTFUL WORKPLACE". However, this is not limited to situations where bias or lack of fairness due to a Conflict of Interest may be suspected;

(8) Concurrent Appointment:

As defined in Article 3, Item 1 of the Corporation's Rules for Concurrent Appointment;

(9) External Professional Activity:

As defined in Article 3, Item 2 of the Corporation's Rules for Concurrent Appointment;

(10) Financial Interest:

An actual or expected economic effects as a result of a decision (including the provisions of money or assets equivalent to salary or compensation, or the reduction or exemption of debts to the individual, Related Parties or Relatives, except for minor cases); and

(11) Gifts:

Those that bring personal financial benefit to the recipient provided from the persons who do or wish to do business with the Corporation or research sponsors, etc. to the Corporation, Corporation's officers or employees, their Related Parties or Relatives such as gratuities, exorbitant honoraria, funding of research, provision of expensive equipment or research materials, excessive lecture fee, favors, discounts, hospitality, loans, benefits, services, trainings, transport, extravagant travel purportedly for the purpose of lecturing, arranging accommodation, confectionery, meals or lavish treatment, etc. However, for the purpose of these Rules, the term does not include a Contribution (capital contributions, donations, bequests, etc.) under the PRP Chapter 7.

Article 4 Prevention of Conflicts of Commitment

1. The Corporation's officers and employees must not interfere with the performance of their duties at the Corporation through time or effort spent on external activities, contrary to their primary responsibility for the work in the Corporation.
2. Where an actual or perceived Conflict of Commitment arises, the Corporation's officers and employees must dissolve the relationship or cease to act in the way that has caused it.

Article 5 Management for Conflicts of Interest at Corporation's operations

1. The Corporation's officers and employees must, if a situation arises or is perceived to arise which may give rise to an Individual Conflict of Interest,

promptly disclose the situation to the Corporation in accordance with Article 6 and Articles 9 through 13 and have it reviewed by the Corporation.

2. In the event of a request from the Corporation as a result of a review of disclosure under the preceding paragraph, the Corporation's officers and employees must follow the requested management measures, terminate their relationship or cease their activities.
3. The Corporation's officers and employees must not participate in resolutions, make recommendations or in any other way be involved in decisions concerning the recruitment, reemployment, tenure review, promotion, salary or other status or benefits of their Related Parties, Relatives, employee or student of OIST, both current and former, whom the officers and employees directly supervise or supervised
4. The Corporation's officers and employees may not be the supervisor of their own Related Parties or Relatives.
5. The Corporation must not engage in transactions related to the Corporation's business with its officers and employees, their Related Parties, their Relatives or organizations owned, managed or deeply involved by the said Related Parties or Relatives. However, this shall not apply to cases that are permitted following the Corporation's review.
6. The Corporation must not rent, exchange or sell real estate owned by the its officers and employees, their Related Parties or their Relatives.
7. The provisions of the preceding two paragraphs do not prohibit collaboration between OIST researchers and researchers from other institutions. Nor do they prohibit the conclusion of agreements on research and other collaboration between OIST and the institutions to which the collaborating researchers belong, or the transfer of funds or the lending or borrowing of buildings and facilities incidental to research and other collaboration under such agreements.
8. Chairpersons of committees or representatives of internal organizations are encouraged to establish rules and procedures for managing Conflicts of Interest that are specific to each committee or organization. The Conflict of Interest Review Panel (hereinafter referred to as the "COI Review Panel")

shall develop general guidelines to assist with this. In addition, the chair or representative may seek advice from the COI Review Panel on measures for managing Conflicts of Interest in individual cases that arise in the course of operating the committee or organization.

9. The Corporation's officers and employees must be subject to the controls prescribed in the rules provided by the Graduate School where Conflicts of Interest relating to admissions arise.
10. The Corporation's officers and employees may consult any concern over a possible conflict of interest to the SG, whether the concern is over their own or over other officer's or employee's.

Article 6 Management of Conflicts of Interest related to Relatives' relationships

1. Notwithstanding the provisions of Articles 8 and 9, the Corporation's officers and employees must, whether there is a possibility of Conflicts of Interest or not, disclose whether their Relatives are also officers or employees of the Corporation or students at the University. Such disclosures will be kept by the Vice President for Human Resource (hereinafter referred to as "VPHR") as confidential information prescribed in PRP Chapter 17 "17.3.9 INFORMATION ASSET CLASSIFICATION" under the supervision of the SG. This information will be used only for the consideration of Conflicts of Interest management measures by the COI Review Panel as specified in this Article, and for reporting to the Chief Executive Officer (hereinafter referred to as "CEO") and BOG by SG as specified in Article 16, Paragraph 4. The information will be kept as anonymous as possible to the extent that the purpose is achieved.
 - (1) Officers shall make the disclosure prescribed in this Paragraph to the SG upon their appointment or immediately when a potential Conflict of Interest related to Relatives' relationship arises, and employees shall make the same disclosure to the SG upon their hiring or immediately when a potential Conflict of Interest related to Relatives' relationship arises. If an officer or employee, after being appointed or employed,

respectively, becomes Relative of another officer, employee or student, he/she shall immediately disclose to that effect to the SG.

- (2) Any subsequent changes in the content of the disclosure shall be immediately reported to the SG.
2. The SG must carry out a first review of the disclosure made in accordance with the preceding paragraph to identify cases that require careful consideration of Conflicts of Interest management measures. This review should refer to the job responsibilities of both parties in the Relative's relationship, including their responsibilities in any committee or internal organization they are involved in. The SG must then ask the COI Review Panel to recommend management measures for such cases, in accordance with Article 16, Paragraph 3. In considering management measures, the Panel shall seek to strike an optimal balance between the effectiveness of the measures in addressing the concern over Conflicts of Interest and minimizing restrictions on the activities of the parties and their impact on research activities. The SG will inform the proposed management measures to the parties concerned, and to their supervisors or representatives of the committee or organization they take part in of, as necessary.
3. The provisions of paragraphs 3 through 6 and 9 of the Article 5 apply as universal rules to avoid Conflicts of Interest related to Relative relationships.
4. Chairperson of a committee or a representative of an internal organization may ask the SG to provide information on the candidates' disclosed Relative's relationships in order to assess the potential Conflicts of Interest.

Article 7 Report of Gifts & Favors

1. The Corporation's officers and employees must not accept Gifts or other favors, regardless of their value, from any of the Corporation's business partners, prospective business partners or research sponsors. However, this does not preclude receiving promotional goods or commemoratives that are widely distributed, such as pocket tissues, calendars, memo-booklets, ballpoint pens, and free samples of research materials, which are deemed reasonable under normal social conventions.

2. Notwithstanding the preceding paragraph, the Corporation's officers and employees may accept gifts and favors from domestic or foreign universities or research institutions with which they have no Conflicts of Interest. However, if a gift or favor of more than JPY5,000- is received, the Corporation's officer or employee must submit a Report of Gifts & Favors to the SG.

Article 8 Annual Disclosure

1. The SG may annually request written disclosure from the Corporation's officers and employees regarding the status of their external activities and commitment to facilitate the assessment of situations that may give rise to a Conflict of Interest.
2. The Corporation's officers and employees must complete and submit to the SG the Conflicts of Interest Disclosure Form distributed by the SG in accordance with the preceding paragraph.
3. The SG may direct the COI Review Panel to review the Conflicts of Interest Disclosure Form prescribed in the preceding paragraph and to notify the results of their review, including recommendations, to the Corporation's officers and employees who are subject to the Conflicts of Interest management.
4. The COI Review Panel must review the Conflicts of Interest Disclosure Form prescribed in Paragraph 2 when it receives an instruction in accordance with the preceding paragraph, and, if necessary, notify the results of their review to the Corporation's officers and employees who are subject to the Conflicts of Interest management.
5. In the event of a request from the Corporation as a notification under the preceding paragraph, the Corporation's officers or employees must follow the requested measures, terminate their relationship or cease their activities.

Article 9 Obligation of Immediate Disclosure

1. When a new Conflict of Interest arises, the Corporation's officers and employees must consult with their supervisor and must immediately disclose

- the situation to the Corporation.
2. The disclosure described in the preceding paragraph shall also apply to Conflicts of Interest that arise after the annual disclosure prescribed in the preceding article.
 3. When making a disclosure under Paragraph 1, the Corporation's officers and employees must complete and submit to the SG an Immediate Disclosure Form of Conflicts of Interest provided by the SG.
 4. The COI Review Panel must review the Conflicts of Interest Disclosure Form prescribed in the preceding paragraph and, if necessary, notify the results of the review to the Corporation's officers and employees who are subject to the Conflicts of Interest management.

Article 10 Concurrent Appointment

1. The Corporation's employees must not engage in Concurrent Appointment that interfere with their commitments and responsibilities at the Corporation.
2. The Corporation's employees must comply with the Corporation's Rules for Concurrent Appointment if they wish to carry out Concurrent Appointment, and must obtain prior permission from the Corporation by submission of an Application for the Concurrent Appointment
3. The Corporation's employees may not use their own work time, the work time of other officers and employees, Corporation's workplace, or other Corporation's resources as defined in the Rules for Use of University Resources for their external personal activities including Concurrent Appointment.
4. In addition to the Corporation's Rules for Concurrent Appointment, the Corporation's employees must comply with the Corporation's Rules of Employment and the relevant provisions of the PRP when undertaking Concurrent Appointment.

Article 11 Management for Conflicts of Interest in Research

1. If a Conflict of Interest in Research arises or if a Conflict of Interest in

Research needs to be reviewed, the Corporation's officers or employees must consult with their supervisor and immediately disclose the situation to the Corporation.

2. The disclosure in the preceding paragraph shall also apply to cases of contractual relationships or relationships of economic benefit or employment between the Corporation's officers, employees, or the Related Parties engaged in research and an external entity that provides funding to the Corporation or has a business or technology licensing relationship with the Corporation.
3. When making a disclosure under Paragraph 1, the Corporation's officers and employees must complete and submit to the SG the Disclosure Form of Conflicts of Interest in Research provided by the SG.
4. The COI Review Panel must review the Conflicts of Interest Disclosure Form prescribed in the preceding paragraph and, if necessary, notify the results of the review to the Corporation's officers and employees who are subject to the Conflicts of Interest management.
5. The Corporation may apply the provisions of this Article mutatis mutandis to the students participating in the Corporation's research.

Article 12 Management for Conflicts of Interest in Technology Transfer, etc.

1. The Corporation's officers and employees must not accept any advantage in respect of a technology licensing or any preference in respect of intellectual property, or any Gifts or promise of a Gifts in exchange therefor.
2. When conducting a procurement from the Corporation's research sponsors, technology licensees, or entities that make major donations, significant financial contributions, or other contributions to the Corporation's activities, the Corporation's officers or employees must obtain prior approval through a review by the Vice President for Financial Management.
3. The Vice President for Financial Management must provide written justification for the decision to have the transaction reviewed as results of the preceding paragraph.

4. Prior to the conclusion of licensing agreement of intellectual property, any master agreement with a private sponsor or any other agreement providing special access to research, the Corporation or the Corporation's officers and employees must be examined by the Corporation's General Counsel including confirmation of any Conflicts of Interest. Provided, eligible contracts include the following items;
 - (1) Where the Corporation grants a license to a new company on the condition that the Corporation receives shares in the company in return for a reduced license fee or royalty;
 - (2) Where the Corporation's technical licensee is the Corporation's research sponsor;
 - (3) Where a private entity offers long-term funding for research in a particular field or proposes a master agreement;
 - (4) Where the Corporation's officer or employee assists another officer or employee of the Corporation in starting a business or acts as a financial intermediary; and
 - (5) Where a venture fund by alumni, etc. is established with part of the proceeds to be donated to the Corporation.
5. The General Counsel may, if necessary in the review prescribed in the preceding paragraph, request the opinion of the COI Review Panel established by the SG in accordance with Article 20.

Article 13 Access to Unpublic Information

1. The Corporation's officers and employees must not use internal information for personal purposes such as confidential information, confidential business information, information relating to new technologies and innovative inventions, and non-public or similar internal information obtained through the Corporation's business.
2. Where the obtained confidential information of the Corporation or the commercial entity carrying commercial activities with the Corporation could influence proper decision-making on either side, the Corporation's officer or employee must consult with their supervisor and immediately disclose the

situation to the Corporation in accordance with Article 9.

3. When there is a concern that non-public information, such as research results, obtained specifically through the conclusion of a collaboration agreement or other participation in a committee, may result in a new individual Conflict of Interest or may be perceived as if a Conflict of Interest exists, the Corporation's officer or employee must consult with their supervisor and immediately disclose the situation to the Corporation in accordance with Article 9.

Article 14 Politic Activities

1. The Corporation's officers and employees must not claim or imply that they are endorsed by the Corporation in relation to the political activities or ideology of themselves, their Related Parties or their Relatives.
2. When carrying out political activities, election campaigns or the production of election campaign leaflets for themselves, their Related Parties or their Relatives, the Corporation's officers and employees must not deviate from the scope permitted in the Rules on Use of the University Name and Handling of Trademarks, etc.
3. The Corporation's officers and employees may not use their own work time, the work time of other officers and employees, or Corporation's resources as defined in the Rules for Use of University Resources for the political activities, election campaigns or the production of election campaign leaflets of them, their Related Parties or their Relatives.
4. When considering a candidacy for or appointment to a public position, the Corporation's officer or employee must consult with their supervisor regarding Conflicts of Commitment and must report to the SG. However, the said candidacy for or appointment to a public position does not require the prior approval of the Corporation.
5. When the supervisor has received the consultation under the preceding paragraph, the supervisor must consider each of the following items and discuss with the said Corporation's officer or employee as necessary.
 - (1) Frequency of the said officer or employee would be absent from their

work;

- (2) Degree to which the activities related to the said officer or employee's candidacy would interfere with the performance of their regular duties;
 - (3) Whether temporary suspension of some portion of the said officer or employee's responsibilities can be reasonably accommodated without imposing a significant resource burden on the said officer or employee's department; and
 - (4) How the absence might be most effectively accommodated.
6. Upon receipt of the report referred to in Paragraph 4, the SG may request the opinion of the COI Review Panel prescribed in Article 20 on any potential Conflicts of Interest and their impact on the business.
 7. The Corporation's officer or employee who is considering a candidacy for or appointment to a public position must, if the consultation referred to in Paragraph 4, the discussion referred to in Paragraph 5 or a request from the Corporation requires adjustments to be made in the performance of their responsibilities, respond to these and endeavor to resolve any potential Conflicts of Interest.

Article 15 Responsibility of the Supervisors

1. All supervisors must be familiar with the contents of these Rules, and must make it known to the officers and employees under their control.
2. All supervisors must be aware of the conduct of the officers and employees under their control such as Gifts and purchases from the Corporation's business partner and sponsors, employment of or transactions involving Related Parties or Relatives, use of non-public information, etc., and must consult or report to the SG as necessary.

Article 16 Responsibility of the Secretary General

1. The SG must establish appropriate procedures in place to ensure that the Corporation's officers and employees comply with their reporting obligations in relation to Conflicts of Interest,
2. The SG must establish the COI Review Panel in the Corporation.

3. The SG must carry out a first review of the situation disclosed by the Corporation's officers and employees, including the disclosure specified in the Article 6, to identify cases that require careful consideration of Conflicts of Interest management measures. The SG must then ask the COI Review Panel to recommend the management measures for such cases. When a supervisor consults with or reports to the SG in accordance with Paragraph 2 of the preceding article, the SG must ask the COI Review Panel to investigate the fact for the final review.
4. The SG must decide on the final action to be taken regarding Conflicts of Interest or commitment while considering the reports and recommendations of the COI Review Panel prescribed in the preceding paragraph, and must report to the CEO and the BOG as necessary.
5. The SG must provide education and training to all staff on the Conflicts of Interest addressed in these Rules. The SG shall also provide training to COI Review Panel members, particularly with the aim of giving them the knowledge and viewpoints they will need when considering management measures. External experts shall be used for these training sessions.
6. The SG must establish appropriate procedures to accept consultations as specified in Article 5, Paragraph 10.
7. The SG must ensure that potential Conflicts of Interest specific to the committees dealing with administrative matters are properly managed.

Article 17 Responsibility of the Dean of Faculty Affairs

1. The Dean of Faculty Affairs must review and consider the disclosures under Articles 11 and 12 for any concerns or reasonable doubts that the objectivity of the Corporation's research activities may be compromised by a Conflict of Interest, and must make proposals for appropriate action in the COI Review Panel as prescribed in Article 20.
2. The Dean of Faculty Affairs may request the opinion of the Provost, as necessary, in the confirmation, review and proposals under the preceding paragraph.
3. The Dean of Faculty Affairs must ensure that potential Conflicts of Interest

arising in the processes of recruitment, evaluation, promotion, or investigation of faculty, researchers and technicians are properly managed.

Article 18 Responsibility of the Vice President of Human Resource

1. VPHR must appropriately store and manage disclosure of Relative's relationship made in accordance with the Article 6, Paragraph 1.
2. VPHR must ensure that potential Conflicts of Interest arising in the processes of recruitment, evaluation, promotion, or investigation of employee be properly managed.

Article 19 Responsibility of Provost

The Provost must ensure that potential Conflicts of Interest specific to the committees dealing with academic matters be properly managed.

Article 20 **Conflicts of Interest Review Panel**

The administrations of the COI Review Panel established by the SG in accordance with Article 16 shall be provided by the SG separately in the Rules for Conflicts of Interest Review Panel.

Article 21 **Secretariat**

The secretariat of the matters specified in these Rules shall be conducted by the Rules and Compliance Section.

Article 22 **Conflicts of Interest Management for Members of Board of Governors and Board of Councilors**

The management of Conflicts of Interest for the members of the Board of Governors and Board of Councilors shall be provided in the Rules for Conflicts of Interest Management for Members of Board of Governors and Board of Councilors by the Board of Governors.

Article 23 **Disciplinary Actions**

In case of finding that a Corporation's officer or employee willfully ignored or

intentionally violated the provisions of these Rules, the said officer or employee shall be subject to disciplinary action as specified in the Corporation's Rules of Employment.

Article 24 Miscellaneous Provisions

In addition to what is provided for in these Rules, other necessary matters regarding the management of Conflicts of Interest shall be separately determined by the SG.

Supplementary Provisions

These Rules shall come into effect from April 1, 2022.

Supplementary Provisions

1. These Rules shall come into effect from November 1, 2024.
2. Notwithstanding the provisions of Article 6, Paragraph 1, Item 1, all officers and employees shall disclose any Relatives among other officers and employees of the Corporation or students of the University as of the effective date of this amendment.
3. After one year has passed since the enforcement of these Rules, the status of enforcement will be reviewed, and any necessary revisions will be made.