

GTI Policy

Policy No: 129

**Title: Financial and
Organizational Conflicts of
Interest for DOE Financial
Assistance Awards**

Responsibility Center: Legal

**Revised Policy Effective
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I. OBJECTIVE

This Policy implements the requirements of the United States Department of Energy (“DOE”) Interim Conflict of Interest Policy for Financial Assistance (“DOE COI Policy”) for GTI Energy, and its Subrecipients that do not have a compliant COI Policy per Section X, to establish standards that provide a reasonable expectation that the design, conduct, and reporting of Projects wholly or in part funded under DOE financial assistance awards (e.g., a grant, cooperative agreement, or technology investment agreement) will be free from bias resulting from financial conflicts of interest or organizational conflicts of interest.

II. SCOPE

This Policy applies to:

1. All GTI Energy employees; and
2. Employees of Subrecipients, as set forth in this Policy.

Employees must disclose Significant Financial Interests as further described in this Policy.

This Policy does not apply to awards made by the Office of Indian Energy and Phase I Small Business Innovation Research (SBIR)/Small Business Technology Transfer (STTR). In the event the requirements of a specific Award are more stringent than those listed in this Policy, the terms of the Award shall take precedence. Accordingly, Investigators must also be familiar with the specific requirements of the Awards with which they are involved.

III. IMPLEMENTING PROCEDURES

Additional implementing procedures consistent with and supplemental to this Policy may be contained in the GTI Energy DOE Conflicts Procedures (Document 129.001.00).

IV. DEFINITIONS

Award means a DOE financial assistance award.

“Covered Individual” means a person covered under this Policy, as specified in Section V, below.

“Designated Official(s)” means the individual(s) designated by GTI Energy with the authority and responsibility to act on behalf of GTI Energy to ensure compliance with this policy.

“DOE Program Office” means the organizational unit of DOE that funds and/or manages an application or award subject to this Policy.

“DOE Project” means the interdependent activities funded wholly or in part under an Award. A DOE Project has a defined start and end point with objectives described in an application or in an approved scope that, when attained, signify completion and achievement of a specific goal, and creation of a unique product, service, or result. For awards that include cost share as part of the approved budget, activities funded with that cost share are included.

“FCOI Report” means a report of a FCOI to the DOE Program Office.

“Financial Conflict of Interest” or “FCOI” means a situation in which an Investigator or the Investigator’s spouse or dependent child has a Significant Financial Interest (SFI) that could directly and significantly affect the design, conduct, reporting or funding of a DOE Project.

“Financial Interest” means anything of monetary value, whether or not the value is readily ascertainable.

“Investigator” means the Principal Investigator and any other person, regardless of title or position, *who is responsible* for the purpose, design, conduct, or reporting of a DOE Project or a proposed DOE Project. DOE Program Offices have the discretion to expand the definition to include any person *who participates* in the purpose, design, conduct, or reporting of a DOE Project or a proposed DOE Project. Such expansion will be specified in the applicable funding opportunity announcement and/or terms and conditions of the Award.

“Manage” means taking action to address a financial conflict of interest, which can include mitigating or eliminating the conflict of interest, to ensure, to the extent possible, that the purpose, design, conduct, and reporting of a DOE Project will be free from bias.

“Organizational Conflict of Interest” or “OCOI” means a situation where because of relationships with a parent company, affiliate, or subsidiary organization, GTI Energy is unable or appears to be unable to be impartial in conducting a procurement action involving a related organization. 2 CFR 200.318(c)(2).

“Principal Investigator” or “PI” means a principal investigator of a DOE Project.

“Remuneration” means payment for work that has been done or services that have been provided, including salary and any payment not otherwise identified as salary (e.g., consulting fees, honoraria, paid authorship).

“Senior/Key Personnel” means the PI; any other person who significantly influences the design, conduct, or reporting of a project funded under a DOE award; and any other person identified as senior/key personnel by the non-Federal entity in the application for financial assistance, approved budget, progress report, or any other report submitted to the DOE by the non-Federal entity under this Policy.

“Significant Financial Interest” or “SFI” means a Financial Interest of the Covered Individual (or the Covered Individual’s spouse and dependent children) consisting of one or more of the following:

- (1) **Publicly Traded Entities.** Any instance where a Covered Individual (or the Covered Individual’s spouse and dependent children) (1) holds an equity interest in a foreign or domestic publicly traded entity and/or (2) received any Remuneration from such entity within the prior 12 months, where the aggregate value of such equity interest and Remunerations exceeds \$5,000. Equity interest includes any stock, stock option, or other ownership interest, as determined through reference to public prices or other reasonable measures of fair market value.

- (2) **Non-Publicly Traded Entities.** Any instance where a Covered Individual (or the Covered Individual’s spouse or dependent children) (1) holds any equity interest in a non-publicly traded foreign or domestic entity or (2) received any Remuneration from a non-publicly traded foreign or domestic entity (other than GTI Energy) within the past 12 months, where/when the aggregate value of such equity interest and Remunerations exceeds \$5,000.
- (3) **Intellectual Property Rights.** Intellectual property rights and interests (e.g., patents, copyrights), upon receipt of income related to such rights and interests.
- (4) **Travel.** Any travel of the Covered Individual related to their GTI Energy responsibilities that was reimbursed or sponsored by a party other than GTI Energy . Details of this disclosure must include, at a minimum, the purpose of the trip, the identity of the sponsor/organizer, the destination, and the duration.
- (5) **Exclusions.** The term SFI does **not** include the following types of Financial Interests which do not need to be reported:
 - a. **GTI Energy Payments.** Salary, royalties, or other Remuneration paid by GTI Energy to the Covered Individual if the Covered Individual is currently employed or otherwise appointed by GTI Energy, including intellectual property rights assigned to GTI Energy and agreements to share in royalties related to such rights;
 - b. **Mutual Funds.** Income from investment vehicles, such as mutual funds and retirement accounts, as long as the Covered Individual does not directly control the investment decisions made by these vehicles;
 - c. **Government or Higher Education Teaching and Advisory.** Income from seminars, lectures, or teaching engagements sponsored by a Federal, state, or local government agency of the United States, a domestic Institution of Higher Education, or a domestic research institute that is affiliated with a domestic Institution of Higher Education; or income from service on advisory committees or review panels for a Federal, state, or local government agency of the United States, a domestic Institution of Higher Education, or a domestic research institute that is affiliated with a domestic Institution of Higher Education.
 - d. Travel which is (1) reimbursed or sponsored by a Federal, state, or local government agency of the United States, or (2) paid for (without reimbursement from any sponsor) by GTI Energy.

“**Subrecipient**” means an entity, usually but not limited to Non-Federal entities, which receives a subaward from GTI Energy to carry out part of an Award, but does not include an individual that is a beneficiary of such award. A subrecipient may also be a recipient of other Federal awards directly from a Federal awarding agency.

V. DISCLOSURE OF SIGNIFICANT FINANCIAL INTERESTS

Who Must Make a Disclosure: The following individuals (each a “Covered Individual”) must complete, sign and date a Significant Financial Interest (“SFI”) Disclosure Form:

- (1) All GTI Energy employees; and
- (2) Unless covered by a Subrecipient's separate Conflicts of Interest Policy per Section X, all Subrecipient personnel who meet the definition of "Investigator."

What Must Be Disclosed: A Covered Individual must disclose all SFIs, including those of the Covered Individual's spouse and dependent children. Further, the Covered Individual must list all DOE Projects in which the Covered Individual is participating or plans to participate.

When Must an SFI Disclosure Be Made: A Covered Individual must complete, or update if already completed, a SFI Disclosures Form:

- (1) On an annual basis;
- (2) Within 30 days of acquiring or identifying a new SFI if the Covered Individual is participating in, or plans to participate in, a DOE Project; and
- (3) When the Covered Individual becomes aware of his or her potential participation in a new DOE Project that was not previously listed on the SFI Disclosures Form.

Contents of SFI Form and Certification Requirement: Each SFI Disclosure Form must list all SFIs, list all DOE Project in which the Covered Individual is participating in or plans to participate in, be signed and dated by the Covered Individual, and include a statement that reads:

I understand that this Disclosure is required to obtain funding from the U.S. Government. I, [Full Name and Title], certify to the best of my knowledge and belief that the information contained in this Disclosure Statement is true, complete, and accurate. I understand that any false, fictitious, or fraudulent information, misrepresentations, half-truths, or omissions of any material fact, may subject me to criminal, civil or administrative penalties for fraud, false statements, false claims, or otherwise. (18 U.S.C. §§ 1001 and 287, and 31 U.S.C. 3729-3730 and 3801-3812). I further understand and agree that (1) the statements and representations made herein are material to U.S. Government's funding decision, and (2) I have a responsibility to update the disclosures during the period of performance of the award should circumstances change which impact the responses provided above.

VI. REVIEW OF SFIS AND FCOI DETERMINATION

SFI Review. The Designated Official(s) or their designee(s) must review the SFI Disclosure Forms of Investigators prior to expenditure of any funds under a DOE Project to determine whether any of the listed SFIs create an FCOI. When an Investigator who is new to a DOE Project discloses an SFI to the Designated Official(s), or an existing Investigator discloses a new SFI, the Designated Official(s) shall review the disclosure within 60 days and determine whether an FCOI exists.

Review of Untimely Disclosure: If a SFI is not disclosed timely by an Investigator as detailed above, or for any reason not reviewed in a timely manner, GTI Energy's designated official(s) must review the SFI within 60 days from when it is disclosed, or discovered, and determine if it is related to a DOE Project and whether a FCOI exists.

VII. MANAGEMENT AND REPORTING OF FCOIS

Management Plan: If an FCOI is identified, the Designated Official or the Designated Official's designee(s) shall develop and implement a Management Plan to manage the FCOI based on the circumstances. The Management Plan may include one or more of the following:

- (1) Public disclosure of relevant SFIs (e.g., when presenting or publishing the DOE Project);
- (2) Appointment of an independent monitor or oversight committee capable of taking measures to protect the purpose, design, conduct, and reporting of the DOE Project against bias resulting from the financial conflict of interest;
- (3) Change of personnel or personnel responsibilities, or disqualification of personnel from participation in all or a portion of the DOE Project;
- (4) Reduction or elimination of the SFI;
- (5) Modification of the DOE Project plan;
- (6) Severance of the relationships/activities that create actual or potential FCOI; and/or
- (7) For research involving human subjects, disclosure of financial conflicts of interest directly to participants.

The Management Plan shall be accepted, signed and dated by the Investigator. If necessary, GTI Energy shall conduct Retrospective Review and/or provide a Mitigation Report as described below.

Interim Action Plan: If it is discovered that a current Investigator on a DOE Project has an FCOI, the Investigator and the Designated Official(s) shall develop and implement an interim action plan specifying the actions that have been and will be taken to manage the FCOI until a Management Plan can be implemented.

Reporting Requirements: Prior to GTI Energy's expenditure of any funds under a DOE Project or as set forth in the award, GTI Energy shall provide to the DOE Program Office an FCOI Report regarding any Investigator's unmanaged or unmanageable FCOIs. GTI Energy will also provide an FCOI Report within 60 calendar days from the date a new FCOI is determined to be unmanageable. GTI Energy will provide, in addition to the Report of unmanaged or unmanageable FCOIs, any additional FCOI Reports and supporting information that may be requested by DOE. Such reports shall include, at a minimum:

- (1) DOE award number;
- (2) Principal Investigator;
- (3) Name of the Investigator with the FCOI;
- (4) Name of the entity with which the Investigator has an FCOI;
- (5) Nature of the SFI;
- (6) Value of any applicable SFI using the following ranges: \$0 - \$4,999; \$5,000-\$9,999; \$10,000-\$19,999; amounts between \$20,000-\$100,000 by increments of \$20,000; amounts above \$100,000 by increments of \$50,000), or a statement that the interest is one whose value cannot be readily

determined through reference to public prices or other reasonable measures of fair market value;
and

- (7) A description of how the SFI relates to the DOE Project and the basis for GTI Energy's determination that there is a FCOI with such DOE Project; and
- (8) For instances where a DOE Program Office requires GTI Energy to include all Investigator FCOIs – including managed and unmanaged/unmanageable FCOIs – in the FCOI report, a description of the key elements of GTI Energy's management plan, including: (A) Role and principal duties of the conflicted Investigator in the project; (B) Conditions of the management plan; (C) How the management plan is designed to safeguard objectivity in the project; (D) Confirmation of the Investigator's agreement to the management plan; (E) How the management plan will be monitored to ensure Investigator compliance; and (F) Other information as needed.

Retrospective review: Within 120 days of discovering that:

- (1) an Investigator had an unmanaged FCOI on an active DOE Project, or
- (2) that an Investigator did not comply with a Management Plan,

the Designated Official(s) or their designee(s) shall complete a Retrospective Review of the Investigator's activities and the DOE Project to determine whether any DOE Project activity, or a portion thereof, conducted during the time period of noncompliance, was biased in the purpose, design, conduct, or reporting of such DOE Project. The Designated Official or the Designated Official's designee(s) will document the Retrospective Review, and will produce a report that includes the following:

- (1) DOE award number;
- (2) DOE Project title;
- (3) Name of the Investigator with the FCOI;
- (4) Name of the entity with which the Investigator has a financial conflict of interest;
- (5) Reason(s) for the retrospective review;
- (6) Detailed methodology used for the retrospective review (e.g., methodology of the review process, composition of the review panel, documents reviewed);
- (7) Findings of the review; and
- (8) Conclusions of the review.

Based on the results of the Retrospective Review, GTI Energy will update its previously submitted FCOI report and submit it to DOE, where appropriate, identifying the actions that have been taken to manage the FCOI going forward.

Mitigation Report: If a Retrospective Review determines that an FCOI biased a DOE Project, GTI Energy will notify the DOE Program Office promptly and submit a Mitigation Report. The Mitigation Report must include, at a minimum:

- (1) The key elements documented in the Retrospective Review described above;
- (2) A description of the impact of the bias on the DOE Project; and
- (3) GTI Energy’s plan of action or actions to eliminate or mitigate the effect of the bias (e.g., impact on the DOE Project; extent of harm done, including any qualitative and quantitative data to support any actual or future harm; analysis of whether the DOE Project is salvageable).

GTI Energy will monitor Investigator compliance with disclosure requirements and relevant management plans on an ongoing basis until completion of the DOE award.

Annual Reporting: For any FCOI previously reported, GTI Energy shall provide DOE with an annual FCOI report, or a report on an alternative schedule requested by DOE that addresses the status of the FCOI previously reported, and if applicable, any changes to the management plan, for the duration of the award. The annual FCOI report shall specify whether the FCOI is still being managed or if it remains unmanaged/unmanageable. Alternatively, where appropriate GTI Energy will explain why the FCOI previously reported no longer exists.

VIII. FCOI TRAINING REQUIREMENTS:

Investigators must complete FCOI training, provided at the direction of the Designated Official or Designated Official’s designee(s), prior to engaging in research related to any DOE Project and at least every four years thereafter, but the Designated Official or the Designated Official’s designee(s) may require Investigators to complete training on a more frequent basis. Training must also be completed as soon as reasonably possible under the following circumstances:

- (1) This Policy changes in a manner that affects Investigator requirements;
- (2) An Investigator is new to GTI Energy or a Subrecipient and will be working on a DOE Project; and
- (3) An Investigator is found to be noncompliant with this Policy or their approved FCOI management plan.

Following the completion of training, Investigators must acknowledge that they are in receipt of this Policy and will abide by its terms.

IX. ORGANIZATIONAL CONFLICTS OF INTEREST

GTI Energy must identify, disclose, and if necessary, mitigate any actual or potential Organizational Conflict of Interest (“OCI”) in connection with an Award. An OCI occurs where, because of relationships with a parent company, affiliate, or subsidiary organization, GTI Energy is unable or appears to be unable to be impartial in conducting a procurement action involving a related organization.

If the Designated Official(s) determines an actual or potential OCI exists, then GTI Energy will promptly disclose in writing the actual or potential OCI to the DOE Program Office. If GTI Energy is aware of a potential OCI at the time of an application for financial assistance, the potential OCI must be disclosed at time of application. The disclosure must include:

- (1) the name, address, and website (as applicable) of the entity that presents a potential or actual organizational conflict of interest;
- (2) the relationship between GTI Energy and the entity at issue;
- (3) the nature of the anticipated procurement or other transaction between the entities;
- (4) the anticipated value of the procurement or other transaction;
- (5) the basis for making the procurement;
- (6) the basis for determining the existence of an organizational conflict of interest; and
- (7) a description of how GTI Energy will avoid, neutralize, or mitigate the organizational conflict of interest.

The existence of written policies or procedures requiring that certain procurements or transactions be made with a parent, affiliate, or subsidiary organization is an effective manner of mitigating an organizational conflict of interest. Where there is an OCI that cannot be avoided, neutralized, or mitigated, GTI Energy will procure goods and services from other sources when using DOE funds.

All GTI Energy personnel are required to promptly notify the Designated Official(s) if they believe an actual or potential OCI exists.

X. SUBRECIPIENTS

GTI Energy shall take reasonable steps to ensure that any Subrecipient to GTI Energy on a DOE Project complies with the DOE rules regarding conflicts of interest.

Subrecipient Has Compliant COI Policy: If the Subrecipient has a Conflicts of Interest policy which complies with the DOE COI Policy, then GTI Energy shall include language in its subaward with the Subrecipient which require the Subrecipient to:

- (1) Certify it will comply with the DOE COI Policy via its own policies and procedures to compliant with such policy (including a policy and a mechanism to identify, manage and report conflicts of interest to DOE).
- (2) Identify any FCOIs to GTI Energy with sufficient time to enable GTI Energy to provide timely FCOI reports, as necessary, to DOE.
- (3) Make its FCOI policy available via a publicly accessible website. If the Subrecipient does not have any current presence on a publicly accessible website (and only in those cases), the Subrecipient shall make its written FCOI policy available to any requestor within five business days of a request.

Subrecipient Does Not Have Compliant COI Policy: If a Subrecipient does not have a COI Policy that complies with the requirements of the DOE COI Policy, then GTI Energy shall include language in its subaward which require Subrecipient to:

- (1) Comply with this Policy for purposes of disclosing and managing FCOIs in relation to the relevant Project;

- (2) Comply with specified time period(s) for the Subrecipient to submit all Investigator SFI disclosures to GTI Energy with sufficient time to enable GTI Energy to comply timely with its review, management, and reporting obligations under this Policy;
- (3) Adhere to any reasonable Mitigation Plan put in place by GTI Energy to manage any identified FCOI; and
- (4) Agree that GTI Energy may terminate the subaward for Subrecipient's failure to promptly comply with this Policy.

XI. RECORDS

GTI Energy will maintain all records related to the implementation of this Policy for at least three years after the following the date of termination or completion of a research award or contract, the submission of the final expenditures report, or the date of final resolution of any investigation, audit, or similar action involving the records, whichever is longer.

XII. PUBLIC ACCESSIBILITY:

Policy Accessibility: This Policy will be posted on GTI Energy's public website.

FCOI Accessibility: The following information concerning identified FCOIs (whether managed or unmanaged) held by Senior/Key Personnel, will be either posted on GTI Energy's public website or made available to requestors via an email response within five business days from when GTI Energy receives the request:

- (1) Investigator's name;
- (2) Investigator's title and role in the DOE Project;
- (3) Name of the entity in which the FCOI is held;
- (4) Nature of the FCOI; and
- (5) Approximate dollar value of the FCOI (dollars ranges are permissible) or a statement that the value cannot be readily determined.

This information will remain available for three years from the date the information was most recently updated. If not available on GTI Energy's public website, this information may be requested by emailing ConflictsInformationRequest@gti.energy.

Information that GTI Energy posts on its website regarding financial conflicts of interest will be updated at least annually, and within 60 days of GTI Energy learning of any new FCOI. GTI Energy's website will note that the FCOI information on this page is current as of the date listed on the webpage. If GTI Energy responds to written requests, GTI Energy will note in its written response that the information provided is current as of the date of the correspondence and is subject to updates on at least an annual basis and within sixty days of GTI Energy's identification of a new FCOI, which should be requested subsequently by the requestor.

XIII. ENFORCEMENT

Employees who violate this Policy and any related guidelines, procedures, or processes designed to comply with this Policy may be subject to discipline up to and including separation from employment.