



Rush Institutional Conflict of Interest (ICOI) Committee Charter

Purpose

The purpose of the ICOI Committee is to review disclosed external activities made by individuals in a fiduciary role at Rush such as board member, institutional official, officer, member of Rush management who acts within his or her authority on behalf of Rush, and whose financial or other interests may affect or appear to affect their duty of care in business transactions. The Committee makes conflict of interest (COI) assessments. If conflicts exist, the Committee is responsible for management, reduction or elimination of determined conflicts to protect Rush organizational interests and reduce the possibility of private benefit and self-dealing.

Authority and Responsibilities

The Institutional Conflict of Interest (ICOI) Committee has the authority to conduct or authorize investigations into any matters within its scope of responsibilities. It is empowered to:

- Review disclosed activities made by leadership and board members and assess the materiality of any implicated interest;
- Assess whether transactions or arrangements precipitate improper influence;
- Assess the impact of actual or proposed transactions or arrangements on the reputation of the organization;
- Determine whether leadership and board members have a material stake in any entity or act as an agent of a financially interested company;
- Assess compelling benefit to the institution based on specific conditions intended to assure propriety and the appearance of propriety in decision making;
- Review charitable donations and or accepted gifts to ensure no contingencies are placed upon any particular business or purchasing decision;
- Recommend management strategy and oversight of conflict management plans;
- Make recommendations regarding policies related to conflict of interest as they relate to Rush.

Meetings and Reports

The Committee will meet at least annually and as needed. A quorum is comprised of at least three voting members. The chair may vote. If there is a tie, and the chair has not voted, the chair can vote to break the tie. If after the aforementioned is considered the tie vote stands and therefore the motion is not approved. Rush attorneys who provide privileged counsel during meetings may not vote.

The COI office in Corporate Compliance will submit an annual report to the Rush System for Health Audit Committee summarizing the determinations and outcomes of Institutional COI management issues.

Composition

The Rush System CEO in conjunction with the Rush System Chief Legal Officer appoints the Committee members who are comprised of legal, compliance, clinical and research COI Committee's and others as necessary. Decisions of the Committee shall be by majority vote of members present.

Conflicts for Committee Members, Consultants, or Observers

Committee Members must recuse themselves from any discussion and deliberation at a Committee meeting on a particular matter under the following conditions:

- The individual has a personal or outside interest in the matter or,
- The individual has a personal or outside interest because of particular relationships involved in the matter (*e.g.*, spouse, collaborator).

The Committee may, in its discretion, invite a conflicted member to stay for the discussion of an issue, but not vote.

Record Retention

The COI office in Corporate Compliance will maintain Committee records as required by Illinois state law which is ten years.