

Title: Trustee Conflict of Interest Policy

Applicable Facilities:	Mayo Clinic and All Affiliated Entities
Effective Date:	May 11, 2007
Revision Date:	November 11, 2011

Purpose and Background: Mayo Clinic has adopted and continuously updates extensive Conflict of Interest Policies which are required by Federal Regulation and by Mayo Clinic principles pertaining to Conflict of Interest. These policies are managed through the Conflict of Interest Review Board (“MCCIRB”) as detailed in the “Integrity and Compliance Program.”

The purpose of this “Trustee Conflict of Interest Policy” is as follows:

- a) **Facilitate Trustee Compliance:** Facilitate Trustee Compliance with Mayo Clinic Conflict of Interest Policies by disclosure requirements, management strategies, and procedures that relate to the role of members of the Board of Trustees.
- b) **Incorporate Mayo Clinic Conflict of Interest Policies and Legal Requirements:** Incorporate—and not replace—Mayo Clinic’s Conflict of Interest Policies as well as any applicable state or federal laws that may impose more restrictive conflict of interest standards in particular circumstances.
- c) **Incorporate Mayo Clinic Conflict of Interest Review and Management Procedures:** Incorporate—and not replace—existing Mayo Clinic Conflict of Interest review and management procedures. This includes:
 - i) administrative procedures to identify potential conflict of interest transactions (through an evolving database of disclosure information that is compared to purchasing and other proposed transactions and relationships to identify potential conflicts of interest) and
 - ii) initial review and decision of the MCCIRB regarding all identified potential conflicts of interest.

Policy Statement: Each member of the Mayo Clinic Board of Trustees has a fiduciary duty to act in the best interests of Mayo Clinic and to avoid conflict of interest or the appearance of conflict of interest with respect to exercise of a Trustee’s duties and responsibilities as a Trustee. Each Trustee is prohibited from individually attempting to influence internal Mayo Clinic business and policy decisions or using Mayo Clinic confidential information except in the exercise of the individual’s fiduciary duties as a Trustee.

Procedure Statements:**1) Annual and Ongoing Disclosure:**

- a) **Annual Disclosure:** Each Trustee shall file annually with the MCCIRB a Disclosure Statement regarding all matters identified by the MCCIRB or by the Governance Committee of the Board of Trustees as necessary to effectively enforce the Policy. A copy of the current Annual Disclosure Form is incorporated in this Policy as Attachment 1. Trustees shall continue to file annual disclosures for five years after the

conclusion of their service on the Board of Trustees. The annual disclosure shall be filed within the timeframe specified by the MCCIRB. Information disclosed shall initially include the following:

- i) **Policy Acknowledgement:** Acknowledgement that the Trustee has received, reviewed, and agrees to comply with the Trustee Conflict of Interest Policy which shall be attached to the Disclosure Form.
- ii) **Employee, Officer, or Director:** Any for-profit or non-profit entity or business in which the Trustee or a “Covered Family Member” is an employee, officer, or director.
- iii) **Individual Ownership Interests of the Trustee or of a “Covered Family Member”:**
 - (1) **Public Entity Ownership Greater than One Percent (1%):** An ownership interest in any public entity that is more than one percent (1%) of the total ownership interest of the entity.
 - (2) **All Non-Public Entity Ownership:** Any ownership interest in a non-public entity (taxable or non-profit) or fund regardless of percentage of ownership or value of the ownership interest.
- b) **Ongoing Disclosure:** Each Trustee shall have an ongoing obligation to promptly disclose to the Chair of the MCCIRB (507-284-0024) or to the Mayo Clinic General Counsel (507-284-8707) new information required by the Annual Disclosure.
- c) **Confidential Treatment of Disclosure Information:** All disclosure statements and related documentation shall be maintained in confidence, and access shall be limited to persons who have a reasonable need to know for purposes of administering and enforcing this Policy.
- d) **Conflict of Interest Review Board Recommendations:** The MCCIRB shall review all annual and ongoing disclosures received from Trustees, shall make such further investigation as it deems appropriate with regard to interests disclosed, and shall establish such management steps as it deems appropriate to ensure that potential conflict of interest transactions are identified and managed in compliance with this Policy.
- e) **Annual Summary of Disclosure Information and Determination of “Independence” Regarding Trustees:** The Chair of the MCCIRB shall annually provide to the Governance Committee a summary of all relevant information contained in the annual disclosure statements (and shall periodically update the summary whenever relevant information is disclosed through ongoing disclosures or otherwise becomes known) and shall make a recommended finding as to whether each Trustee is an “Independent Trustee” as defined in this Policy. Upon receipt of the annual summary and any ongoing updates, the Governance Committee shall make a determination whether each Trustee is an “Independent Trustee” as defined in this Policy and the Chair of the Governance Committee shall report its findings to the full Board of Trustees.

2) Disclosure, Recusal and Management of Specific Conflict of Interest Transactions:

- a) **Disclosure:** In addition to annual and ongoing disclosures, a Trustee must make full disclosure to the Chair of the MCCIRB and to the General Counsel of any transaction or relationship involving the Trustee or a “Covered Family Member” which the Trustee knows or has a reasonable basis to believe may compromise or may have the appearance of compromising the ability of the Trustee or of Mayo Clinic to make decisions regarding the transaction or relationship with only the best interests of Mayo Clinic and its patients in mind.
- b) **Bi-Lateral Recusal:** Any Trustee involved in an actual or potential “conflict of interest” transaction defined under the Policy shall not participate in any discussion or action regarding the matter at any level within Mayo Clinic or at any level within any third party organization involved in the potential conflict of interest transaction. The Trustee shall respond to requests for factual information required by Mayo Clinic or by the third party organization in connection with its decision-making and management procedures pursuant to this Policy. Such recusal shall be documented in all minutes of meetings related to the matter at Mayo Clinic and, when appropriate, at the third party organization.
- c) **Conflict of Interest Review Board Decision:** Each potential conflict of interest transaction involving a Trustee shall first be reviewed by the MCCIRB pursuant to its policies and procedures. The MCCIRB shall make a decision whether the proposed transaction is permissible and, if so, shall specify such management steps as it deems appropriate as a condition of its approval. The involved Trustee shall not be present during consideration of the matter by the MCCIRB except to answer questions of the MCCIRB as may be necessary. The involved Trustee shall not be present during final action on the matter by the MCCIRB.
- d) **Governance Committee Review and Final Action:** The Chair of the MCCIRB and/or the General Counsel shall prepare a summary of any proposed conflict of interest transaction that involves a Trustee. The summary shall set forth sufficient detail regarding the proposed transaction:
 - i) the nature of the Trustee’s conflict of interest,
 - ii) current and independent benchmark or other data related to the proposed transaction,
 - iii) an assessment as to whether it appears that Mayo Clinic could reasonably and practicably obtain a more advantageous transaction or arrangement from a person or entity that would *not* give rise to a conflict of interest, and
 - iv) such other information as may be required by the Governance Committee.

In the event any member of the Governance Committee has a potential conflict of interest regarding the transaction, the Chair of the Governance Committee or the Chair of the Board of Trustees shall appoint another Independent Public Trustee to serve as a special member of the Governance Committee for the limited purpose of participating in Governance Committee action on the transaction. The Trustee member of the Governance Committee with a potential conflict of interest shall:

- not be present during consideration of the matter by the Governance Committee except to answer questions of the Governance Committee as may be necessary.
- not be present during final action on the matter by the Governance Committee.

The Governance Committee shall consider all potential conflict of interest transactions involving a Trustee in compliance with the following three-step process:

- i) Independent review by the Governance Committee;
 - ii) Consideration of independent comparability data including third-party analysis/appraisal when deemed appropriate or necessary by the Governance Committee; and
 - iii) Documentation of independent action by a majority vote of the Governance Committee and, before approving the proposed transaction, finding that the transaction is fair and reasonable, and that it is in the best interests of Mayo Clinic.
- e) **Governance Committee Report to Board of Trustees:** The Governance Committee shall report to the Board of Trustees all potential conflict of interest matters involving a member of the Board of Trustees. Governance Committee action shall be deemed the final decision regarding potential conflict of interest matters involving Trustees; however, it is also deemed essential under this Policy that the full Board of Trustees be informed regarding all such potential conflict of interest transactions and have full access to all related information.
- f) **Annual Report of Transactions with “Disclosed” Entities:** The Chair of the MCCIRB shall provide annually to the Governance Committee and to the Board of Trustees a report of all transactions identified by the MCCIRB between any Mayo Clinic affiliated entity and any individual or entity listed in the Annual or Ongoing Disclosures provided by Trustees.
- 3) **Prohibition on Engagement of Professional Services from Trustees:** Mayo Clinic shall be prohibited from engaging the professional services of Trustees who are lawyers, investment advisors, or accountants or the professional firms in which a Trustee is affiliated in any manner (partner, employee, consultant, Of Counsel, etc.)
- 4) **Trustee-related Investments**
- a) **Trustee-related investments deemed manageable with appropriate review by the Conflict of Interest Review Board:** Treasury Services shall submit to the Mayo Clinic Conflict of Interest Review Board all proposed Trustee-related investments for review and development of a management strategy to mitigate any potential conflict of interest. Such investments include, but are not limited to, the following:
 - i) An existing investment in a private equity and/or hedge fund for which a new Trustee is a limited or general partner.
 - ii) A proposed investment in a private equity and/or hedge fund in which a Trustee, spouse or dependent child is a limited partner.

- iii) A proposed investment in a private equity and/or hedge fund in which a Trustee's non-dependent child is a limited or general partner.
 - iv) A proposed investment in a private equity and/or hedge fund in which a Trustee, spouse or dependent child has an advisory or consulting relationship.
 - v) A proposed investment in a mutual fund or other form of comingled funds sponsored by a company with which a Trustee, spouse or dependent child is affiliated.
- b) **Trustee-related investments generally prohibited:** Mayo Clinic shall not make the following trustee-related investments without a special exception granted by the Conflict of Interest Review Board and the Governance Committee of the Board of Trustees:
- i) An investment in a private equity and/or hedge fund for which a Trustee, spouse or dependent child serves as a general partner.
 - ii) An investment in a private equity and/or hedge fund for which a Trustee, who is a member of the Investment Committee, or his/her spouse or dependent child is a limited or general partner.

All potential investments regarding Trustee-related companies must be submitted to the Conflict of Interest Review Board for review and development of a management strategy. Specific exceptions may be granted by the Conflict of Interest Review Board with concurrence from the Governance Committee in exceptional circumstances. All exceptions must be reported to the full Board of Trustees.

- 5) **Violations of the Conflict of Interest Policy:** If the MCCIRB or the Governance Committee has reasonable cause to believe that a Trustee has failed to comply with this Policy, it shall inform the Trustee of the basis for such belief and afford the Trustee an opportunity to explain the alleged compliance failure. If, after hearing the Trustee's response and after making further investigation as warranted by the circumstances, the Governance Committee determines that the Trustee has failed to comply with this Policy, it shall recommend to the full Board of Trustees appropriate corrective action and/or discipline.

Definitions:

- a) **"Conflict of Interest"** means any situation in which the MCCIRB or the Governance Committee determines that an Individual Interest or other personal consideration involving a Trustee (or any former Trustee who completed service as a Trustee within the prior five years) may compromise or may have the appearance of compromising the ability of the Trustee or of Mayo Clinic to make decisions regarding the situation with only the best interests of Mayo Clinic and its patients in mind.
- b) **"Covered Family Member"** means 1) a spouse; and 2) any of the following relations or their spouses only if such relation or spouse either lives in the Trustee's household, or the Trustee manages the financial affairs of such relation or spouse, or the Trustee has reason to know without special inquiry that such relation or spouse owns an "Individual Interest" that is likely to create a potential conflict of interest with respect to Mayo Clinic: child, brother, sister, parent, grandparent, grandchild, or great grandchild.

- c) **“Individual Interests”** means any ownership interest or other relationship involving a Trustee or the Trustee’s Family Member which is required to be disclosed in the current Annual Disclosure Form which is incorporated in this Policy as Attachment 2.
- d) **“Independent Trustee”** means a current Trustee determined by the Governance Committee to be unaffiliated with Mayo Clinic and its Subsidiaries (other than serving as a Trustee) and who:
- i) receives no compensation (other than Public Trustees receiving expense reimbursement and medical benefits as provided by Mayo Clinic policies and except for Internal Trustees who receive compensation, benefits, and other payments as provided by Mayo Clinic policies); and
 - ii) has no direct or indirect material relationship with Mayo Clinic or any of its Subsidiaries as determined by the Governance Committee.
- e) **“Material Relationship”** means the following and such additional relationships as the Governance Committee and the Board of Trustees specifically determine to constitute “material relationships”: Any Trustee who (or whose Covered Family Member) is an executive officer of a company with annual payments to or from Mayo Clinic or any of its Subsidiaries more than the greater of two percent (2%) of either company’s annual gross revenue or one million dollars (\$1,000,000.00).

Approved by:	Mayo Clinic Conflict of Interest Review Board: April 18, 2007; Amended September 29, 2011 Mayo Clinic Board of Governors: April 23, 2007 Mayo Clinic Board of Trustees: May 11, 2007; Amended November 11, 2011
Date of Last Review:	
Next Scheduled Review Date:	
Contact Person(s):	Chair, Mayo Clinic Conflict of Interest Review Board General Counsel Chair, Governance Committee of Board of Trustees
Resources:	Mayo Clinic Conflict of Interest Policies Annual Conflict of Interest Disclosure Form
Related References:	