

<h1>BROOKINGS</h1>		Policy Title	
		Conflict of Interest Policy	
		Policy No.	OGC-1
		Issue Date	2.12.2008
Responsible Office	Office of the General Counsel	Revised	9.21.2017
Responsible Officer	General Counsel		

1.0 Summary

Brookings has adopted this Conflict of Interest Policy (“Policy”) to avoid and mitigate Conflicts of Interest or the appearance of Conflicts of Interest. This Policy applies to all Brookings Personnel, including Employees and Affiliates. Generally, this Policy states that:

- Brookings Personnel are required to abstain from acting on the Institution’s behalf in matters where a Conflict of Interest, or the appearance of a Conflict of Interest, exists.
- Brookings Personnel may not accept travel, gifts, or entertainment from a third party that will unduly influence their Brookings responsibilities.
- Brookings Personnel are required to disclose before entering into the relationships, or immediately upon becoming aware of, any actual or potential Conflicts of Interest.
- In addition, Brookings Employees and Resident Affiliates have specific disclosure obligations for their Outside Activities relating to their Brookings responsibilities.
- Brookings Personnel may be required to obtain advance approval from the General Counsel and appropriate Vice President(s) before engaging in certain Outside Activities.
- Brookings Personnel are also required to publicly disclose relevant Outside Activities on their Brookings expert pages and in specific works.
- Brookings Personnel that fail to comply with this Policy may be subject to disciplinary action, including termination of their employment or Affiliate status with the Institution.

2.0 People Affected

This Policy applies to all Brookings Personnel, including Employees and Affiliates, regardless of location.

3.0 Policy Scope

This Policy is comprised of several parts, each of which serves a different purpose.

- This Policy itself sets forth the rules governing conflicts of interest that Brookings Personnel are expected to follow.
- The Acknowledgement and Disclosure Form is a confidential, internal tool that provides an opportunity for Brookings Personnel to disclose outside activities related to their Brookings responsibilities. It also enables the Institution to understand the scope of activities in which Brookings Personnel, particularly scholars, are engaged. This information assists Brookings in avoiding conflicts or the appearance of conflicts and in protecting the Institution’s brand and reputation.
- Some illustrative examples of common conflicts of interest are attached to this Policy in Appendix A in order to provide further clarity using “real world” examples.
- A collection of frequently asked questions is provided, which will evolve as new questions and answers are added.

4.0 Definitions

Affiliate: Refers to Brookings Resident Affiliates and Non-Resident Affiliates.

Employee: Refers to individuals employed by Brookings.

Brookings Personnel: Refers collectively to all Brookings Employees and Affiliates.

Brookings Business: Refers to any activity conducted on behalf of the Institution or using a Brookings's title, including publishing, engaging in transactions, making recommendations relating to such transactions or making decisions about such transactions.

Conflict of Interest: Refers to when an individual has a personal interest to the extent that it affects, or might provide an incentive to affect, the individual's performance of his or her Brookings Business. The term Conflict of Interest includes activities that create actual or potential conflicts of interest. It also includes the activities that create the appearance of a conflict of interest.

Consulting: Refers to ongoing paid outside activities including consulting, litigation support, writing projects and meetings with, or advising clients for a consulting, law, public relations or similar type firm.

Non-Resident Affiliates: Refers to individuals that are affiliated with Brookings but not based at the Institution (other than employees). This includes non-resident scholars.

Outside Activities: Refers to outside employment, consulting, board service, or other activities.

Resident Affiliates: Refers to individuals based at Brookings (including individuals working remotely) who are affiliated with the Institution (other than as employees). This includes visiting fellows, guest scholars, interns, employees/affiliates of overseas centers, and temporary employees. For purposes of this Policy, this does not include Federal Executive Fellows or individuals on site because they are employed by third-party service providers (other than temporary employees).

5.0 Policy

5.1 GENERAL POLICY

Brookings Personnel should always perform their Brookings responsibilities in the best interests of the Institution. Accordingly, Brookings Personnel should be free from influences that may benefit themselves or third-parties when conducting Brookings Business.

A Conflict of Interest may exist when Brookings Personnel have interests that affect the performance of their Brookings responsibilities. Brookings Personnel must abstain from acting on behalf of Brookings in matters where a Conflict of Interest may exist. Brookings Personnel should also avoid any situation that might lead their loyalties to become divided in a manner that creates a Conflict of Interest or the appearance of a Conflict of Interest.

Brookings Employees and Resident Affiliates must disclose all Outside Activities that relate to their responsibilities at Brookings. Furthermore, Brookings Personnel must disclose any relevant information to their Vice President and the General Counsel and seek permission before undertaking certain activities, as described more fully in Sections 5.3-5.8. Brookings Personnel must also disclose any actual or potential Conflict of Interest as soon as it is discovered.

In addition to complying with this Policy, Brookings Personnel must also ensure that their Outside Activities do not conflict with the Institution's or their individual obligations, under any funding agreement, contract, or other Brookings policies.

If Brookings Personnel have questions regarding compliance with this Policy in specific circumstances, they should contact their Vice President and the Office of the General Counsel. It is important that Brookings Personnel seek guidance prior to engaging in activities that may be considered Conflicts of Interest.

5.2 DISCLOSURE OF OUTSIDE ACTIVITIES

Brookings Employees and Resident Affiliates are required to complete the Annual Disclosure Statement of Outside Interests outlining any Outside Activities related to their Brookings Responsibilities within ten (10) days after they begin at the Institution and on an annual basis thereafter.

Brookings Trustees are asked to complete a similar form annually.

Brookings Non-Resident Affiliates must provide disclosure according to the procedures outlined in the rules for Non-Resident Affiliates, which has been distributed separately from this Policy.

5.3 ACTIVITIES REQUIRING ADVANCE APPROVAL AND DISCLOSURE

Brookings Employees and Resident Affiliates must seek prior permission from their Vice President and the General Counsel before agreeing to begin any of the following activities that relate to their responsibilities at Brookings:

- One-time activities resulting in compensation in excess of \$15,000.
- Ongoing paid Outside Activities for a consulting firm, including consulting, litigation support, teaching, writing projects, and meetings with clients.
- Appointments to a fiduciary board or advisory board of a for-profit enterprise or non-profit organization. These arrangements must be approved regardless of the amount or form of compensation (e.g., cash, equity, or options that track equity), if any.
- Formal paid or unpaid advisory roles for any government entity.

The Vice President and General Counsel may give blanket approval to an individual for certain of the above activities, such as speeches, certain nonprofit advisory boards, and other Outside Activities.

Brookings Non-Resident Affiliates must obtain advance approval and provide disclosure according to the procedures outlined in the rules for Non-Resident Affiliates.

5.4 COMMITMENT CONFLICTS

Unless approved in advance in writing, Brookings Personnel **may not** engage in Outside Activities that:

- Negatively affect their judgment on their Brookings responsibilities;
- Require so much time as to materially affect their Brookings responsibilities; or
- Directly compete with their Brookings responsibilities or the Institution's core mission, regardless of the amount of time that they require.

For example, a full-time Resident Senior Fellow may not engage in ongoing Outside Activities for another public policy research organization without approval.

This does not prevent Brookings scholars from collaborating, co-authoring, or appearing on panels with scholars from other public policy research organization. Nor does it preclude Brookings scholars from writing opinion pieces or columns, presenting speeches on their research subject, or serving on the board of other research organizations, provided that they abide by the rules regarding advance approval and disclosure set forth in this Policy.

Brookings provides its personnel access to the Internet and electronic mail and other tools and resources to further Brookings's organizational interests. Use of the e-mail system for non-Brookings communications is permitted, so long as such use is not in violation of the Institution's other policies, including its Non-Partisanship Policy. Any use of e-mail for non-Brookings activities is expected to be on one's own time and is not to interfere with one's Brookings responsibilities or interfere with Brookings's operations. Further, Brookings Personnel should keep in mind that information on the Brookings system may be considered Brookings's property, as it was created by or stored on Brookings's equipment.

Similarly, other Brookings resources should not be used for outside activities, this includes its television and radio studios and other employees. Specifically, research assistants or other staff should not be used to perform non-Brookings work.

5.5 RECUSAL FROM EXTERNAL DECISIONS IMPACTING BROOKINGS

Brookings Personnel should ensure that their Outside Activities are their own and not imputed to the Institution. Brookings Personnel who engage in Outside Activities in which they must make decisions that impact Brookings (e.g., being on the board of a foundation making a grant to Brookings or a non-profit entering into a contract with Brookings) must recuse themselves from the Brookings-related deliberations

and decision-making. When requested, Brookings Personnel must provide the Institution with evidence (e.g., board minutes) of their recusal from Brookings-related decisions.

5.6 FINANCIAL INTEREST OR INDEBTEDNESS

Brookings Personnel **may not**, except with advance written approval pursuant to this Policy, knowingly have a material interest in:

- Any person or entity which is a major supplier, or service provider to Brookings;
- Any organizations that directly compete with the core mission of the Institution; or
- An organization that directly funds the work of the individual

For purposes of this Policy, “having a material interest in a third party” may include:

- Serving as a director, officer, or employee of a third party (a person or entity);
- Performing work or services for, or receiving compensation (including consulting fees, substantial gifts, entertainment, services, travel reimbursement, or loans) for a third party;
- Being materially indebted to a third party;
- Having a personal contract or understanding with a third party.

For example, a Conflict of Interest may exist if Brookings Personnel own significant stock or equity in a commercial enterprise that could be impacted by that person’s actions on behalf of Brookings (such as a scholar having significant stock in a company which funds the scholar’s work at Brookings).

Nothing in this Section is intended to preclude scholars from writing for or collaborating, co-authoring, or appearing on panels with scholars from other public policy research organizations.

5.7 TRAVEL, GIFTS, AND ENTERTAINMENT

To ensure that Brookings selects and does business with individuals and entities on the basis of objective performance and business criteria, Brookings Personnel are prohibited from accepting gifts valued in excess of \$100¹ (“gifts”). Gifts may include travel, meals, lodging, entertainment, cash or cash equivalents, physical objects or services. This prohibition **is not** intended to apply to travel, meals, entertainment or the like for Brookings business, including attendance at conferences, donor cultivation, solicitation and stewardship and research-related travel. It **is** intended to apply to travel, meals, entertainment and the like that have no Brookings business purpose or the business component is not significant or the social component does not comport with the overall professional standard of avoiding actual or apparent conflicts of interest. If a portion of travel, entertainment, etc. is for Brookings business and a portion is not, Brookings Personnel should make a reasonable, good-faith effort to apportion the travel, entertainment, etc. and apply this policy accordingly. The prohibition does not apply in circumstances where the giver and recipient have a pre-existing social and/or familial relationship and the gift is unrelated to the recipient’s Brookings role or other circumstances where a reasonable person acting in good faith would not consider the gift inappropriate. If a Brookings staff person is unsure about the propriety of accepting a gift, he or she should confer with his or her vice president or the General Counsel, who will take all the attendant facts and circumstances into account and may waive the prohibition or make a recommendation about how to appropriately and diplomatically resolve the situation.

5.8 OTHER CONFLICTS

While this Policy addresses many of the potential Conflicts of Interest that Brookings Personnel may encounter, other conflict scenarios might occur. Any effort to influence the Institution’s work or direct its resources could be a potential conflict. As further outlined in the Research Independence Policy, Brookings Personnel are responsible for maintaining the Institution’s independence. Any circumstances, including

¹ The value of gift is the fair market value, which one can assess by ascertaining the undiscounted cost of an item or service. In circumstances where fair market value is not easily accessible (e.g., via an online merchant) a reasonable, good faith estimates is acceptable.

inappropriate interference in Brookings's research, which creates the potential for the loyalties of Brookings Personnel to become divided, must be disclosed and/or resolved pursuant to this Policy.

5.9 CONFIDENTIAL INFORMATION

In accordance with Brookings's Internal [Privacy Policy](#), confidential information acquired by Brookings Personnel in the course of employment or affiliation with Brookings, including such information as non-public salary information, personally identifiable information, or information or data that Brookings is obligated to keep confidential pursuant to law or agreement, shall not be used, released, or disclosed to third parties (including for the personal gain of Brookings Personnel). Conversely, confidential information obtained by Brookings Personnel from Outside Activities should not be shared with Brookings or used in Brookings work products without written consent.

5.10 FAILURE TO COMPLY WITH THIS POLICY

Brookings Personnel that fail to comply with the letter or spirit of this Policy may be subject to disciplinary action up to and including termination of their employment or Affiliate status with the Institution.

6.0 Responsibilities

6.1 BROOKINGS PERSONNEL

All Brookings Personnel must comply with this Policy, including avoiding, disclosing, and mitigating any actual or potential Conflicts of Interest

Brookings Employees and Resident Affiliates must complete the Annual Disclosure Statement of Outside Interests.

Non-Resident Affiliates must agree to comply with the annual rules for Non-Resident Affiliates.

6.2 VICE PRESIDENTS

In addition to the duties imposed on all Brookings Personnel, Vice Presidents review and approve Brookings Personnel's Outside Activities as well as work with the Institution's General Counsel to satisfactorily resolve Conflicts of Interest when they arise.

6.3 GENERAL COUNSEL

In addition to the duties imposed on all Brookings Personnel, Brookings General Counsel must work with the Vice President(s) to satisfactorily resolve Conflicts of Interest when they arise.

6.4 EXECUTIVE VICE PRESIDENT

In addition to the duties imposed on all Brookings Personnel, the Executive Vice President must work with the General Counsel to identify and satisfactorily resolve Conflicts of Interest when they arise and to confer with the Audit Committee of the Board of Trustees and other committees or Trustees as appropriate.

7.0 Implementation and Related Procedures

7.1 PROCEDURES FOR INTERNAL DISCLOSURE

As discussed in this Policy, Brookings Personnel must disclose any actual or potential Conflict of Interest of circumstances that might reasonably lead to the appearance of a Conflict of Interest. All such disclosures will be treated in accordance with Brookings's Internal Privacy Policy. The customary procedure for this disclosure is:

- Brookings Employees and Resident Affiliates are required to complete the Annual Disclosure Statement of Outside Interests. This must be done:
- within ten (10) days after the individual is hired or becomes affiliated with Brookings
- within thirty (30) days of beginning the new activity; and

- on an annual basis.
- Non-Resident Affiliates shall sign an annual acknowledgement form, known as the rules for Non-Resident Affiliates, that is distributed separately from this Policy by the individual research programs.
- Trustees are asked to complete a similar form annually.

In accordance with this Policy, Brookings Personnel must also disclose any relationships and seek permission to engage in any relationship that could create an actual or potential Conflict of Interest before entering into the relationships, or immediately upon becoming aware of the Conflict of Interest.

In addition, Vice Presidents may ask that Brookings Personnel candidates prior to joining Brookings.

7.2 POTENTIAL CRITERIAL FOR APPROVAL AND RESOLUTION OF POTENTIAL CONFLICTS

Following disclosure of a matter, the General Counsel and appropriate Vice President(s) will determine whether a Conflict of Interest or the appearance of a Conflict of Interest exists (or will exist).

In determining whether an activity is permissible, the General Counsel and the appropriate Vice President(s) will take a number of factors into account, including but not limited to:

- Whether there is a Conflict of Interest or a perceived Conflict of Interest and its materiality;
- The third party involved and the relationship, if any, to the Brookings Personnel's work; and
- Whether the amount of time involved will interfere with an individual's responsibilities for the Institution.

If there is a material Conflict of Interest, the General Counsel and appropriate Vice President(s) may deny permission or attempt to manage the Conflict of Interest by requiring that Brookings Personnel take actions, including:

- Abstain from entering into or terminating their relationships with third parties;
- Abstain from performing actions in the course of their work for Brookings;
- Disclose their relationship(s) publicly;
- Take a leave of absence or resign their position at Brookings.

Brookings Personnel may appeal Conflict of Interest decisions by the General Counsel and appropriate Vice President to the Executive Vice President or his/her delegate.

In the event that the General Counsel and/or relevant Vice President(s) are unavailable or unable to perform their duties under this Policy, including for reasons related to their own Conflicts of Interest, the Executive Vice President may assume their role. In the event that the President, the Executive Vice President or the General Counsel is the employee with the conflict, the matter shall be referred directly to the Chair of the Audit Committee.

In the unlikely event that a "Disqualified Person," as the term is defined in the Internal Revenue Code,² is permitted to engage in an activity that constitutes a conflict of interest (for example, because the benefit to the Institution outweighs the costs posed by the conflict), the matter will be referred to the Audit Committee which will, in turn, make a recommendation to the Executive Committee of the Brookings Board of Trustees. Careful documentation of the conflict resolution process will be required. In addition, the transaction may be reported on the Institution's Form 990 (the annual informational tax return).

7.3 PROCEDURES FOR PUBLIC DISCLOSURE

Brookings Personnel are required to publicly disclose relevant Outside Activities, including those for which permission has been granted under Section 7.2 of this Policy on their Brookings expert pages and/or in specific articles. Outside Activities that do not require permission in advance do not have to be disclosed publicly (but must still be disclosed internally). To protect the Institution's reputation for transparency and independence, Brookings Personnel are advised to err on the side of public disclosure.

² <https://www.irs.gov/Charities-&-Non-Profits/Private-Foundations/Disqualified-Persons>

In addition, any formal outside work for the US Government or a foreign government, whether paid or not, must be publicly disclosed on the Brookings Personnel's expert page and CV, unless there are national security concerns (in which case these activities must still be disclosed internally).

When disclosing an activity, Brookings Personnel must:

- Post the information on their Brookings expert page- either in the main bio or in a separate section noting outside activities and affiliations (the heading should read: "Affiliations and External Activities");
- Disclose activities on their expert page for one year after the activity has ended;
- Disclose activities on their CVs indefinitely;
- Work with the Communications Office to determine whether the activity must be disclosed in a specific article (or to a third-party publisher).

Brookings Personnel are required to update their Brookings expert pages and CVs within thirty (30) days of beginning a new activity. In approving new activities, Vice Presidents should remind scholars to update their expert pages, CVs, and COI disclosure forms.

8.0 Policy and Procedure on Financial Conflict of Interest in Public Health Service Funded Research

Please note that any Brookings Personnel participating in Public Health Service Funded Research may also be required to comply with the Brookings Policy and Procedures on Financial Conflict of Interest in Public Health Service Funded Research. Brookings Personnel should review this policy to determine whether it applies to them.

9.0 Supporting Forms and Documents

- Appendix A: Examples of Conflicts of Interest
- Appendix B: Frequently Asked Questions (in production)
- Appendix C: Sample Annual Acknowledgement of Conflict of Interest Policy (in production)
- Code of Conduct and Ethics
- Privacy Policy
- Policy and Procedures on Financial Conflict of Interest in Public Health Service Funded Research
- Summary of Conflict of Interest Rules for Resident Scholars
- Summary of Conflict of Interest Rules for Non-Resident Scholars
- Research Independence Policy

10.0 Approvals and Revision History

- Dec. 2007 – Approved by Steering Committee
- Feb. 12, 2008 – Policy goes into effect
- Oct. 24, 2013 – Last revision published to Intranet
- Feb. 13, 2015 – Current revision published to Intranet
- April 1, 2016—Summary Conflict of Interest Rules for Resident Scholars approved by Steering Committee
- May 10, 2016—Changes corresponding to Summary and other revisions made to Policy

11.0 Distribution

This Policy should be distributed to all Brookings programs, departments, and units.

Appendix A

Examples of Conflicts of Interest

1. A person employed by Brookings owns (individually or through family, a partnership, or a limited liability company) an office building. Brookings seeks to lease space in the building. If the Brookings employee were involved in the transaction or became aware of it, he or she would be obligated to disclose the potential conflict of interest. Also, he or she might be asked to abstain from any discussions or decisions about whether or not Brookings enters into a lease for the premises.
2. A person employed by Brookings arranges to receive 20% of any amount Brookings spends with a caterer for an off-site event. The money is personal monetary gain to the employee in exchange for arranging for Brookings to use the caterer. This is clearly forbidden under all circumstances (no “kick-backs”).
3. A Brookings Senior Fellow who does research on military affairs and the war in Iraq is commissioned by a veteran’s group to undertake a major study on how the war in Iraq is impacting U.S. military preparedness. She will be paid \$100,000 for the report. Given the size of the consulting arrangement and the fact that it is directly related to the Senior Fellow’s work for Brookings, she should get prior permission to engage in proprietary consulting arrangement pursuant to this policy. If permission is granted, she must disclose on her web-bio, and otherwise work with her Vice President and others in the Institution to put safeguards in place to ensure the independence of the scholar and the Institution.
4. An H.R. professional’s domestic partner is a majority shareholder in Acme, Inc., a small corporation that advises businesses on setting up benefits plans. The Steering Committee directs H.R. to work with a consultant to review the Institution’s benefit offerings and consider changes. A research Vice President specifically suggests that H.R. work with Acme, Inc. If and when the H.R. professional learns that Acme, Inc. has been recommended, he should alert the Director of Human Resources, the Vice President and COO, and the General Counsel. The H.R. professional must refrain from any discussions about whether or not to contract with Acme, Inc.
5. A Brookings research assistant in the Foreign Policy Studies program “moonlights” doing research on the same region of the world for a scholar at the Council on Foreign Relations. This may or may not be a conflict, but the research associate’s obligation under this Policy is to call attention to what he or she is doing with his supervisor and the Vice President and General Counsel and get formal approval to continue.
6. A Brookings Senior Fellow is invited to join a \$100,000 donor at the donor’s vacation home in Telluride to ski during the Christmas holidays. The Institution is cultivating the donor to make an eight-figure endowment gift. The donor makes it clear to the scholar that she has invited “a few friends” to a dinner on Christmas Eve and that she hopes the scholar will “say a few words” about his latest manuscript. The scholar informs the relevant Development and Executive Office Personnel who provide additional information to the scholar about the donor’s interests and affiliations. Because the scholar is engaging in legitimate donor cultivation, he does not have a conflict of interest.
7. A Brookings scholar is invited to fly on the private plane of a Brookings donor to watch a Patriots game at Gillette Stadium in Massachusetts. The donor has expressed interest in the scholar’s Brookings project, but the scholar does not inform the Development or Executive Offices. At the game, the scholar presents the donor with a proposal to start a competing think-tank, led by the scholar and bearing the donor’s name. The scholar has violated the Conflict of Interest Policy.
8. A Brookings ITS employee offers to sell 300 names and social security numbers to a marketing company. This is clearly use of confidential information acquired in the course of Brookings employment for personal gain and not permitted under this Policy. It is also unlawful.