

GOAL | GENOMICS ORGANIZATION FOR ACADEMIC LABORATORIES

STATEMENT OF FIDUCIARY RESPONSIBILITY FOR THE GOAL BOARD OF DIRECTORS AND COMMITTEE MEMBERS

The Board of Directors (hereinafter the "Board") and Committee Members of the Genomics Organization for Academic Laboratories ("GOAL" or "the Organization") understand the importance of serving the Organization to the best of their ability and with the highest degree of duty, loyalty, and care. Accordingly, the Board adopts the following Statement of Fiduciary Responsibility:

- 1. DISCLOSURES:** The Board and Committee Members are committed to furthering the best interests of the Organization and shall avoid conflicts of interest. The Board and Committee Members shall not profit personally from their privileged knowledge of the business and plans of the Organization, nor favor the interests of themselves, relatives, friends, supporters, or other affiliated organizations over the interests of other members of the Board, Committees, or the Organization.
- "Conflicts of interest" include actual, apparent and potential conflicts of interest. Upon commencing service with the Board or a Committee, and annually thereafter, all Board and Committee members will file with the Administrator a Declaration of Affiliations (see below), disclosing all business, financial and organizational interests they have that could be construed as related to the interests of the Organization. The Board and Committee Members will also adhere to the Organization's *General Rules of Anti-Trust Compliance* (see below).
- Whenever the Board or Committee is considering a matter that presents an actual, apparent or potential conflict of interest for any member of Board or Committee, the member will disclose their interest in such a matter to the Board or Committee in verbal or written form at the earliest possible opportunity in the discussion before the matter culminates in a final vote or other action. Disclosure shall also be made if the conflict arises during the member's duties for the Board or Committee. Upon each disclosure of a possible conflict of interest, a determination shall be made by the remaining members of Board or Committee, according to GOAL Bylaws Article VIII (copied below), whether the disclosing member may continue to participate in the matter before the Board or Committee. Members for whom conflict determinations are in progress or for whom conflicts are deemed to exist may be asked by Board or Committee to refrain from discussion and will be required to abstain from voting on the matter. The disclosure, the conflict-of-interest determination by Board or Committee, and any resulting decision that the disclosing member refrain from discussion or voting will be recorded promptly in writing and will be recorded in the minutes of the Board or Committee activity.
- 4. CONFIDENTIALITY:** All members of Board and Committees will conscientiously prepare for and participate in Board and relevant Committee meetings. The Board will conduct the business of the Organization in confidence. Information that must be kept confidential ("Confidential Information") includes, but is not limited to:
 - Financial information, such as budgets, supporting data, executive reports, accounts in arrears, and investment reports;
 - Strategic and business plans while they are in development;
 - Specific details of executed agreements with other organizations or companies, specifically those details that are required by the agreement to remain confidential;
 - Deliberations on nominees for Board positions or awards or grants given by the Organization;
 - Discussion or review of the conduct or performance of members of Board or of Organization staff.
- The Board acknowledges that sharing Confidential Information in any form outside of Board may harm members of the Organization or the Organization itself. All members of Board will be cautious and protective of the assets of the Organization and ensure that they are used in the pursuit of the missions of the Organization. Members of Board will not exercise authority as members of the Board, except during Board meetings or as delegated by the Board. If a member of Board is unsure, regarding the status of any information as confidential or their role as a delegate of information, they will inquire with the Administrator, in writing. Within five (5) business days of receipt of the inquiry, the Administrator will have communicated with the officers of the Board and obtained their ruling on confidentiality or delegation and will notify the inquiring member of Board of the outcome of their deliberations. Full confidentiality must be maintained until such determination is made.
- If a member of Board has significant doubts about a course of action of the Board, they will clearly raise the concern with the Board or, when appropriate, utilize the Administrator as a confidential or forthright conduit of communicating such doubts to the Organization's legal counsel.
- The above responsibilities of each member of Board will remain in effect for 18 months beyond completion of their terms, or longer if stipulated by specific agreements executed by the Organization during their term.

Initial/Date: _____ / _____

GENERAL RULES OF ANTITRUST COMPLIANCE

The following rules have been adopted by the GOAL Board and are applicable to all Organization activities and must be observed in all situations and under all circumstances without exception or qualification other than as noted below:

1. Neither GOAL nor any activity sponsored by GOAL shall be used for the purpose of bringing about or attempting to bring about any understanding or agreement, written or oral, formal or informal, express or implied, among competitors with regard to the fixing of prices or fees, terms or conditions of sale, territories, patients or customers.
2. No GOAL activity or communication shall include discussion for any purpose or in any fashion of pricing methods, costs or volume of sales or services provided, or allocation of territories, patients or customers, for the purpose of fixing prices or fees.
3. No GOAL activity or communication shall include discussion which might be construed as an attempt to prevent any person or business entity from gaining access to any market, customer or patient for goods or services, or to prevent any business entity from obtaining a supply of goods or services freely in the market.
4. No GOAL activity or communication shall include any discussion which might be construed as an agreement or understanding to refrain from purchasing any raw materials, equipment, services or other supplies from any suppliers.
5. Neither GOAL nor any affiliated organization shall make any effort to bring about the standardization of any product or service for the purpose of preventing the manufacture or sale of any product or service not conforming to a specified standard.
6. In conducting meetings of GOAL or its affiliated organizations, the Chair shall prepare and follow a formal agenda. Minutes of the meeting shall be distributed to all committee members. Approval of the minutes shall be obtained from the committee at its next meeting.
7. Speakers at all GOAL meetings shall be informed of the need to comply with the "Antitrust Policy Statement" in the preparation and presentation of their talks.
8. In informal discussions at the meeting site of GOAL or any of its affiliated organizations, but beyond the control of its Chair, all members are expected to observe the same standards of personal conduct as are required of the GOAL Board in compliance with these antitrust guidelines.

ARTICLE VIII: CONFLICT OF INTEREST AND ETHICS (Reproduced from GOAL Bylaws - Established 2021)

Section 1 **Fiduciary Responsibility Policy.** The Board shall establish a Fiduciary Responsibility Policy. All officers and voting members of the Board, Committee Chairs, and paid staff of the Organization must comply with the Organization's Fiduciary Responsibility Policy.

Section 2 **Conflicts of Interest.** Board members, Chairs of Committees, and paid staff of the Organization with executive authority shall serve the Organization with the highest degree of individual duty, loyalty, and care and shall undertake no activity to personally profit from their position on the Board. Board members will disclose actual or apparent conflicts of interest and abstain from votes where a conflict or apparent conflict is identified. Board members receive no payment from the Organization except for reimbursement for expenses related to Organization activities, where such reimbursement is authorized by the Board.

Section 3 **Principles of Operation.** Notwithstanding any other provisions of the Bylaws, the Organization shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States internal revenue law).

Initial/Date: _____ / _____

CONFLICT OF INTEREST QUESTIONNAIRE

To help avoid any conflicts of interest, you are disclosing ownership or other proprietary interests, responsibilities, circumstances or other reasons why you (or, by extension, any member of your family) might have an actual, apparent, or potential conflict of interest with your duty to the Genomics Organization for Academic Laboratories (GOAL), both with respect to the conflicts identified in the attached policy and any others. You hereby invite further review by GOAL of any aspects of these circumstances that might be appropriate. In addition, you agree to take other steps, such as avoiding deliberation and refraining from voting on certain issues or even withdrawing from membership on the Board, if it is determined that such steps are necessary to protect the integrity of the Board and avoid the breach of your fiduciary duty to GOAL. Finally, during such time as you continue to serve on the Board, you agree to notify the Chair of the Board promptly, and in writing, if at any time following the submission of this form you become aware of any actual or potential conflicts of interest, or if the information provided below becomes inaccurate or incomplete. On an annual basis, all Board and Committee members shall be provided with a copy of this policy and required to complete and sign the acknowledgment and disclosure form below.

1. Do you, or any family member, have an existing or potential interest in, or compensation arrangement with, any third party providing goods or services to GOAL, or with which GOAL is currently negotiating? <i>If the answer is yes, please describe in detail below the nature of each such interest or affiliation.</i>	Yes	No
2. Do you, or any family member, actively participate in, have a significant investment in, or own at least a 1% interest in any for-profit or nonprofit organization with potentially conflicting interests to those of GOAL? <i>If the answer is yes, please describe in detail below the nature of each such interest or affiliation.</i>	Yes	No
3. Do you, or any family member, currently hold a paid or unpaid position with any nonprofit or for-profit third-party organization that competes with GOAL, or that takes a public position contrary to those of GOAL? <i>If the answer is yes, please provide the name of the organization below and describe in detail the nature of the position held.</i>	Yes	No
4. Do you have any other interest or affiliation which is likely to compromise your ability to provide unbiased and undivided loyalty to GOAL, or to otherwise become in conflict with your official duties as a Director or Officer of GOAL? <i>If the answer is yes, please describe in detail below the nature of each such interest or affiliation.</i>	Yes	No
5. Do you agree that so long as you are an Officer or Director of GOAL you will immediately disclose to the other Directors and/or Officers the nature of any interest or affiliation which you may hereafter acquire, which is in or is likely to become in conflict with your official duties with GOAL?	Yes	No

DECLARATION OF AFFILIATIONS:

Financial Relationships or Ownership (please list the names of the organizations or companies from which you currently receive compensation or in which you are invested or own at least a 1% interest, and the type of compensation you receive):

Organization/Company: _____	Relationship/Ownership: _____
Organization/Company: _____	Relationship/Ownership: _____
Organization/Company: _____	Relationship/Ownership: _____

Association Boards or Committees (please list all positions you currently hold as an elected or appointed officer or committee member with other associations, in or outside of pathology and the term end date):

Organization: _____	Position: _____	Term End: __/__/____
Organization: _____	Position: _____	Term End: __/__/____
Organization: _____	Position: _____	Term End: __/__/____
Organization: _____	Position: _____	Term End: __/__/____

(additional Declarations of Affiliations may be submitted on a separate page)

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By signing below, I acknowledge that I have read and understood this Statement of Fiduciary Responsibility, General Rules of Antitrust Compliance, and I have completed the Conflict of Interest Questionnaire and Declaration of Affiliations fully and accurately. I understand that GOAL is a charitable and educational organization and that, to maintain its federal tax exemption, GOAL must engage primarily in activities that accomplish one or both of its tax-exempt purposes, and that no part of the net earnings of the organization may inure to the benefit of any private shareholder or individual.

I further understand that non-compliance with any of the responsibilities outlined above may result in formal review by the Board of Directors (less any Board member under review). The Board reserves the authority to weigh any evidence of non-compliance and to unilaterally dismiss Board members, if unanimously found non-compliant. Additionally, in the most extreme circumstances, where the Organization may imminently or does suffer legal or financial damages, I understand the Organization has the right to seek injunctive relief or that I may be held individually responsible for my actions in a court of law. In such circumstances, this Statement will be governed and construed in accordance with the laws of District of Columbia, where the Organization is incorporated, without giving effect to its conflict of laws, principles or rules.

Printed Name: _____ Signature: _____

Current Board Position: _____ Date: ____/____/____