

## **Conflict of Interest Policy For Federal Financial Assistance Projects**

### **1.0 Purpose**

This policy implements the **Department of Energy (DOE) Interim Conflict of Interest Policy for Financial Assistance**, FAL 2022-02 dated December 20, 2021 (“DOE Interim COI Policy”), establishing standards that provide a reasonable expectation that the design, conduct, and reporting of projects funded wholly or in part under DOE financial assistance awards will be free from bias resulting from financial or organizational conflicts of interest. This policy is also conforms with requirements of 2 CFR 200.318 (c) for other federal financial assistance awards.

### **2.0 Applicability**

This policy applies to all Company employees regardless of business division, department, job or role when Company applies for or receives a DOE financial assistance award, as well as any of its subrecipients. Employees subject to disclosure requirements under this policy are limited to Investigators (defined below).

Note: This policy and the DOE Interim COI Policy do not apply to Office of Indian Energy and Phase I Small Business Innovation Research (SBIR)/Small Business Technology Transfer (STTR) applications and financial assistance awards.

Company designates the Grants Administrator as its Designated Official(s) to solicit and review Significant Financial Interest (SFI) disclosures from each Investigator who is planning to participate in, or is participating in, the Project funded under a DOE award, including disclosures of Subrecipient Investigators. This policy provides guidelines for determining whether an Investigator’s SFI is related to a Project funded under a DOE award and, if so related, whether the SFI is an FCOI.

### **3.0 Definitions**

As used in this Policy:

*Award, financial assistance award, or Federal award* means the same as the definition provided in 2 CFR 200.1 for Federal award.

*Company* means the Titan America company that is applying for, or has received, DOE funding that subjects such company to this policy.

*Designated official* means the individual designated by Titan America with the authority and responsibility to act on its behalf to ensure compliance with the DOE Interim COI Policy.

*Disclosure of significant financial interests (SFI)* means an individual’s disclosure of significant financial interests to Company.

*DOE* means the U.S. Department of Energy, the National Nuclear Security Administration (NNSA), and any components of the DOE to which the authority involved may be delegated.

*DOE program office* means the organizational unit of DOE, led by an officer of the Department who has been appointed by the President by and with the advice and consent of the Senate, that funds and/or manages the awards subject to this Policy.

*Financial conflict of interest (FCOI)* means a situation in which an Investigator or the Investigator's spouse or dependent children has a significant financial interest or financial relationship that could directly and significantly affect the design, conduct, reporting or funding of a project.

*FCOI report* means a report of a financial conflict of interest to the DOE program office.

*Financial interest* means anything of monetary value, whether or not the value is readily ascertainable.

*Investigator* means the principal Investigator (PI) and any other person, regardless of title or position, who is responsible for the purpose, design, conduct, or reporting of a project funded, or proposed for funding, by DOE.

*Investigator's responsibilities* mean an Investigator's professional responsibilities on behalf of Company, and as defined by this policy on financial conflicts of interest, which may include: activities such as research, research consultation, teaching, professional practice, institutional committee memberships, and service on panels such as Institutional Review Boards or Data and Safety Monitoring Boards.

*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 project will be free from bias.

*Organizational conflict of interest* means a situation where because of relationships with a parent company, affiliate, or subsidiary organization, Company 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).

*Potential conflict of interest* exists when an impartial observer reasonably believes that actual or apparent past, present, or currently planned interests could constitute a conflict of interest with a project funded under a DOE award.

*Principal Investigator (PI)* means a principal investigator of a project funded under a DOE financial assistance award; PI is included in the definitions of senior/key personnel and Investigator.

*Project* means the interdependent activities funded wholly or in part under the DOE financial assistance award.

*Recipient* means an entity, usually but not limited to non-Federal entities, that receives a Federal award directly from a Federal awarding agency. The term recipient does not include subrecipients or individuals that are beneficiaries of the award.

*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 Company in the application for financial assistance, approved budget, progress report, or any other report submitted to the DOE under this Policy.

*Significant financial interest* means:

(1) A financial interest consisting of one or more of the following interests of the Investigator (and those of the Investigator's spouse and dependent children) that reasonably appears to be related to the Investigator's responsibilities:

(i) With regard to any foreign or domestic publicly traded entity, a significant financial interest exists if the value of any remuneration received from the entity in the twelve months preceding the disclosure and the value of any equity interest in the entity as of the date of disclosure, when aggregated, exceeds \$5,000. For purposes of this definition, remuneration includes salary and any payment for services not otherwise identified as salary (e.g., consulting fees, honoraria, paid authorship); 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; (ii) With regard to any foreign or domestic non-publicly traded entity, a significant financial interest exists if the value of any remuneration, not otherwise disclosed as current, pending, or other support, received from the entity in the twelve months preceding the disclosure, when aggregated, exceeds \$5,000, or when the Investigator (or the Investigator's spouse or dependent children) holds any equity interest (e.g., stock, stock option, or other ownership interest);

(iii) Intellectual property rights and interests (e.g., patents, copyrights), upon receipt of income related to such rights and interests.

(2) Investigators also must disclose the occurrence of any reimbursed or sponsored travel (i.e., that which is paid on behalf of the Investigator and not reimbursed to the Investigator so that the exact monetary value may not be readily available) related to their institutional responsibilities that is not otherwise disclosed in current and pending or other support disclosures, provided that this disclosure requirement does not apply to travel that is reimbursed or 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.

(3) The term significant financial interest does not include the following types of financial interests: salary, royalties, or other remuneration paid by Company to the Investigator if the Investigator is currently employed or otherwise appointed, including intellectual property rights assigned to Company and agreements to share in royalties related to such rights; any ownership interest in Company held by the Investigator; income from investment vehicles, such as mutual funds and retirement accounts, as long as the Investigator does not directly control the investment decisions made in these vehicles; 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. Small Business Innovation Research (SBIR) Program and Small Business Technology Transfer (STTR) Program mean the extramural research programs for small businesses that are run by the DOE Office of Science and the Advanced Research Projects Agency-Energy and certain other Federal agencies under Public Law 97-219, the Small Business Innovation Development Act, as amended, and Public Law 102-564.

*Subrecipient* means an entity that receives a subaward from a pass-through entity to carry out part of a Federal 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.

#### 4.0 Policy

Company maintains and enforces this policy in compliance with the DOE Interim COI Policy. This policy is available via a publicly accessible website. Company will make information available, upon request, to DOE relating to any Investigator disclosure of FCOI and its review of, and response to, such disclosures, whether or not the disclosure resulted in the determination of an FCOI.

##### 4.1 Investigator Training

Company requires each Investigator to complete training prior to engaging in Projects relating to any DOE financial assistance award and at least every 4 years, and immediately when any of the following circumstances apply:

- This policy or related procedures is revised in any manner that affects the requirements of Investigators;
- An Investigator is new to Company or the Project; or
- Company finds that an Investigator is not in compliance with this Policy or a related Management Plan.

##### 4.2 Complete and Review SFI Disclosures

The Designated Official will:

- Identify employees who are planning to participate in the DOE award.
- Determine if the employee qualifies as an Investigator.
- Inform each Investigator of Company's FCOI Policy and DOE Interim COI Policy.

The Investigator(s) will:

- Review this policy and related forms.
- Complete the SFI Disclosure form prior to the DOE award.
- Return the completed SFI Disclosure form prior to the DOE award.

The Designated Official will:

- Review completed forms and determine if an FCOI exists.
- Request further information regarding disclosed travel if needed to determine whether the travel constitutes an FCOI.
- If an FCOI exists, prepare an FCOI Management Plan pursuant to section 4.x of this policy.

#### 4.3 Update SFI Disclosures

The Investigator(s) will:

- Update the SFI Disclosure form annually, during the period of award.
- Include any information that was not disclosed initially and any updated information regarding previously disclosed SFI (e.g., updated value of a previously disclosed equity interest).
- Submit an updated SFI Disclosure form within 30 days of discovering or acquiring (e.g., through purchase, marriage, inheritance) a new SFI.
- Sign and date each SFI Disclosure form.

The Designated Official will:

- Review each updated SFI Disclosure form within 60 days of receiving the SFI Disclosure form to determine if an FCOI exists.
- If an FCOI exists, prepare an FCOI Management Plan pursuant to section 4.4.

Noncompliance with the disclosure requirements, or willful misrepresentation in such disclosures, may subject an Investigator to disciplinary action up to and including termination of employment. In addition, Investigators shall be aware that any false, fictitious, or fraudulent information, or the omission of any material fact, on a disclosure, report, or other record required under the DOE Interim COI Policy may be subject to criminal, civil, or administrative penalties for fraud, false statements, false claims or otherwise. (US Code Title 18, Sections 287 and 1001; and Title 31, 3729-3730 and 3801-3812).

#### 4.4 FCOI Management Plan

An Investigator's significant financial interest is related to a project funded under a DOE award when Company, through its designated official(s), reasonably determines that the significant financial interest could affect the project or is in an entity whose financial interest could be affected by the project. Company may involve the Investigator in the designated official(s)' determination of whether a significant financial interest could directly and significantly affect the purpose, design, conduct, or reporting of the project funded under a DOE award.

Company will take such actions as necessary to manage financial conflicts of interest, including any financial conflicts of a subrecipient Investigator. Management of an identified financial conflict of interest requires development and implementation of a management plan and, if necessary, a retrospective review and a mitigation report.

The Designated Official will:

- Specify the actions that will be taken to manage the FCOI.
- Provide initial and ongoing FCOI reports to the DOE program office regarding any Investigator's unmanaged or unmanageable SFI prior to the Company's expenditure of any Project funds.
- If required by language in a Funding Opportunity Announcement or terms and conditions of award, provide an FCOI report that lists an Investigator's SFI found to be conflicting and addressed by an FCOI Management Plan in accordance with this policy.
- Monitor Investigator compliance with the FCOI Management Plan on an ongoing basis until the completion of the DOE award.

A non-exclusive list of conditions or restrictions, one or more of which might be imposed to manage an FCOI includes:

- Public disclosure of the FCOI (e.g., when presenting or publishing the project);
- For projects involving human subjects, disclosure of FCOI directly to participants;
- Appointment of an independent monitor or oversight committee capable of taking measures to protect the purpose, design, conduct, and reporting of the project against bias resulting from the FCOI;
- Modification of the project plan;
- Change of personnel or personnel responsibilities, or disqualification of personnel from participation in all or a portion of the project;
- Reduction or elimination of the financial interest (e.g., sale of an equity interest); or
- Severance of relationship(s) that create financial conflicts of interest.

Whenever, in the course of an ongoing project funded under a DOE award, an Investigator who is new to participating in the project discloses a new significant financial interest or identifies a SFI that was not disclosed timely by an Investigator or, for whatever reason, was not previously reviewed during an ongoing Project, the Designated Official(s) shall, within 60 days:

- Review the SFI to determine whether it is related to the Project;
- Determine whether it is related to the project funded under the DOE award;
- Determine whether a FCOI exists; and, if so,
  - Implement, on at least an interim basis, a management plan that shall specify the actions that have been and will be taken to manage such financial conflict of interest going forward;
  - Within 120 days of determination of noncompliance, complete a retrospective review of the Investigator's activities and the Project funded under the DOE award to determine whether any Project activity, or portion thereof, conducted during the time period of the noncompliance, was biased in the purpose, design, conduct, or reporting of such Project.
  - Document the retrospective review and include:
    - DOE award number
    - Project title
    - PI or contact PI if a multiple PI model is used;

- Name of the Investigator with the FCOI;
  - Name of the entity with which the Investigator has the FCOI;
  - Reason for the retrospective review;
  - Detailed methodology used for the retrospective review (e.g., methodology of the review process, composition of the review panel, documents reviewed);
  - Findings of the review; and
  - Conclusions of the review.
- Provide reports to the DOE program office as required.

#### 4.5 Recordkeeping

Company's Designated Official will maintain records relating to all Investigator disclosures of financial interests and the review of and response to such disclosures (whether or not a disclosure resulted in the determination of an FCOI) and all actions under the Company's policy or retrospective reviews, if applicable, for the time period specified in 2 CFR 200.334 or, where applicable, from other dates specified in the individual award terms and conditions.

#### 4.6 Subrecipients

If Titan carries out the DOE award through or with the assistance of one or more Subrecipient, Titan must take reasonable steps to ensure that each Subrecipient Investigator complies with this Policy by:

- 1) Incorporating as part of a written agreement with the subrecipient terms that establish whether the Company FCOI or that of the Subrecipient will apply to the Subrecipient's Investigators.
  - a. If the Subrecipient's Investigators must comply with the Subrecipient's financial conflict of interest policy, the Subrecipient shall certify as part of the agreement referenced above that its policy complies with this DOE Interim COI Policy and the Subrecipient shall make such 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 policy available to any requestor within five business days of a request. If the Subrecipient cannot provide such certification, the agreement shall state that Subrecipient Investigators are subject to the financial conflict of interest policy of Company for disclosing financial conflicts of interest.
  - b. If the Subrecipient's Investigators must comply with the Subrecipient's financial conflict of interest policy, the agreement referenced above shall specify time period(s) for the Subrecipient to submit all Investigator disclosures of significant financial interests to Company. Such time period(s) shall be sufficient to enable Company to comply timely with its review, management, and reporting obligations under this DOE Interim COI Policy.
  - c. If the Subrecipient's Investigators must comply with Company's FCOI, the agreement referenced above shall specify time period(s) for the Subrecipient to submit all Investigator disclosures of significant financial interest to Company. Such period(s) shall be sufficient to enable Company to comply timely with its review, management, and reporting obligations under this DOE Interim COI Policy.

- 2) Providing FCOI reports to the DOE Program Office regarding all FCOI of all Subrecipient Investigators consistent with this Policy, i.e., prior to the expenditure of funds and within sixty days of any subsequently identified FCOI.

#### 4.7 Organizational Conflict of Interest

In addition to individual conflict of interest, Company recognizes the need for a commitment to effectively managing and mitigating the potential for organizational conflict of interest. It will disclose in writing any potential or actual organizational conflict of interest to the DOE program office. Disclosure must be completed in the application for financial assistance or prior to engaging in a procurement or transaction using DOE funds with a parent, affiliate, or subsidiary organization that is not a state, local government, or Indian tribe. The elements of the disclosure include, but are not limited to:

- The name, address, and website (as applicable) of the entity that presents a potential or actual organizational conflict of interest;
- The relationship between Company and the entity at issue;
- The nature of the anticipated procurement or other transaction with the parent, affiliate, or subsidiary organization; the anticipated value of the procurement or other transaction; and the basis for making the procurement or other transaction with a parent, affiliate, or subsidiary organization;
- The basis for the determination regarding the existence of an organizational conflict of interest; and
- How Company will avoid, neutralize, or mitigate the organizational conflict of interest.