
Disclosure and Conflict of Interest Policy

Purpose of this policy

OAeBU DT recognizes that its Trustees, officers, and staff will have diverse professional and financial interests. To reduce the potential for conflict and/or duality of these interests, all Trustees must disclose all relationships which may influence the way Trustees carry out their responsibilities, including any involvement during the past 12 months, whether or not still current. This is necessary to protect the reputation and integrity of OAEBU DT from actual, perceived, or apparent conflicts or dualities of interest.

This policy defines the terms and processes by which OA Book Usage Data Trust board members, committee members, and staff declare and mitigate real or perceived conflicts of interest with the mission, value and principles, operations, or strategic directions of the OA Book Usage Data Trust effort. It is the intention that disclosure will enable trustees, officers and staff to be aware of and manage risks that may arise from potential conflicts of interest. This policy elaborates upon the initial policy directions set forth in the effort's initial governance documentation.¹

Conflict of Interest Definition

For the purposes of this policy, an actual and perceived Conflict of Interest (COI) is a situation in which individuals have interests or relationships that might be considered to affect their independent, unbiased judgment when making or participating in the making of decisions on behalf of OAEBU Data Trust.

Individuals are considered to have a conflict of interest when there are circumstances that could be expected to affect the individual's judgment on a matter, when:

1. the individual is a party to a contract or transaction
2. the individual is in the process of developing a service that may result in a conflict of interest
3. is involved in a transaction that appears to present a real or perceived conflict of interest,
4. has a material financial interest in the outcome of a contract or transaction or the disposition of a claim or challenge relating to the OA Book Usage Data Trust,
5. is a managerial official or member or has a financial interest in an entity contracting or transacting business with the OA Book Usage Data Trust or one of its members or partners

¹ Initial direction for this policy was provided by the Trustee Conflict of Interest section of the OAEBU Data Trust: 2022-2025 Governance Documentation for Initial Board of Trustees on the web at: <https://doi.org/10.5281/zenodo.5703745>

Since no definition of conflict of interest can be sufficiently inclusive to cover all possible situations, covered individuals have the affirmative responsibility to identify actual or potential conflicts of interests in whatever form.

Conflict of Interest Disclosure and Identification

Persons covered by this policy are required to:

1. Submit a [digital Conflict of Interest Disclosure form](#) on an annual basis that self-reports any actual or possible conflict of interest, or affirms that no possible conflict of interest exists. An interested person must disclose the existence of the professional or financial interest and be given the opportunity to disclose all material facts to the Board of Trustees considering the proposed transaction or arrangement. Disclosure information shared on the form will be made publicly available, within compliance of GDPR in European Union and the European Economic Area and data protection and privacy laws in the United States of America
2. Disclose immediately to the Chair of the Board and Executive Director any and all new relationships, circumstances or affiliations that could reasonably give rise to a conflict of interest or the perception of a conflict of interest that occurs between the filing of the annual disclosure statements.

If a Trustee is uncertain whether a conflict of interest exists, or whether to list a particular business relationship or other outside interest, the Chair of the Board and the Executive Director should be consulted.

Board of Trustee members are required to disclose all relevant financial and professional relationships with commercial or conflicting interests in any amount as well as the nature of the relationship, including:

- Financial support (eg, honoraria, travel grants, gift, royalties)
- Consultancies
- Membership on advisory boards or governance bodies
- Membership on board of directors

Trustees are also required to disclose any of the above interests of immediate family (legally recognized spouses, partners and dependents).

Conflict Reporting Processes

Individuals may engage in the following reporting processes depending on their relationship with the OA Book Usage Data Trust.

1. All board committee members, Trustees, the Executive Director and Community Manager will be asked to submit an [annual digital disclosure form](#) within 30 days of the start of their term.
2. Individuals continuing their term of work another calendar year will submit an [annual digital disclosure form](#) in December, after being prompted by email and provided with a copy of this policy.
3. Individuals should make their best effort to submit a revised [digital disclosure form](#) to disclose new conflicts on an ad-hoc basis as they arise instead of waiting until December.

Each year individuals will receive a copy of this policy to review prior to submitting the [digital disclosure form](#)². This policy and form will be distributed by the Board Secretary and/or the Executive Director or their designee.

Individuals shall submit the form electronically within 30 days of receipt, or will be considered a Failure to Disclose Conflicts of Interest.

Disclosure Form Access

Disclosure form submissions will be publicly available

Disclosure form submissions will be reviewed by the Board Chair, and as appropriate, with the Executive Director and legal counsel, who will meet to review the annual disclosures in January each year. They will assess the potential risk of a conflict of interest and discuss with submitters any perceived conflicts. If appropriate, they will put in place a plan to manage the risks of an identified conflict within 7 working days.

The Board Chair, and as appropriate, with the Executive Director and legal counsel will review disclosure form submissions at least annually and as necessary throughout the year. They will assess the potential risk of a conflict of interest and discuss this with the submitter. If appropriate, they will put in place a plan to manage the risks of the identified conflict within 7 working days.

The Secretary of the Board shall maintain all disclosure form records.

Conflict of Interest Review Process

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he or she shall leave the Board of Trustees meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board members shall decide if a conflict of interest exists. A conflict of interest may constitute cause for limiting participation

² Insert link to webform template

and/or voting in work of the Board of Trustees or committee, or even removal from the Board of Trustees.

A conflict of interest will be noted for two years.

Failure to Disclose Conflicts of Interest

If the Board of Trustees has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

Failure to disclose adequately a potential or actual conflict of interest may constitute cause for removal or limit participation in work of the Board of Trustees or committee.

Disclosure of Competing Interests Form

The following information is requested electronically via a [webform](#).

- Legal name
- Country of residence
- Current employer(s) or sources of income if self-employed
- Current Board affiliations and Advisory positions
- Current memberships held as an individual (not organizational memberships held by your employer.) This may include professional associations, consortia, etc.
- Other affiliations, such as professional working or interest groups or efforts where you are volunteering your time
- External funding sources for your current employment, and any stipends or honorariums from other organisations, including grants and their funding agency if you are acting as a PI or Co-PI or you are receiving funding through the project as a participant or vendor