

RELATIONSHIP REVIEW POLICY

1. INTRODUCTION AND PURPOSE

All relationships with third parties entered into by Imperial College London (the College) should be subject to prior and continuing consideration at the appropriate level to check that they support the College's mission and strategic aims and are consistent with the overall objectives of the College.

Linked to the above, section 3A of the College's Ethics Code (June 2016) makes it clear that, in order to mitigate the risk of ethical issues causing damage to the College's reputation, ability to secure funding and capacity to develop beneficial relationships in the future, the whole of the College community, including all its staff, students, governors and associates, should consider the ethical aspects of relationships and manage such issues appropriately.

This policy is not intended to replace the current approval mechanisms and delegated authorities in place across the College and its academic and administrative departments. It is intended:

- (a) to remind all staff and other members of the College community of the need to carefully consider the relationships they form, and to be alert to ethical issues in connection with proposed and continuing relationships;
- (b) to highlight the mechanisms under which staff and other members of the College community should raise any ethical concerns; and
- (c) to explain how the ethical review process dovetails with the existing College review processes in certain areas.

2. COLLEGE MISSION AND VISION

The mission of the College is to achieve enduring excellence in research and education in science, engineering, medicine and business for the benefit of society.

3. SCOPE AND DEFINITIONS

The scope of this policy includes all relationships with third parties entered into by or in connection with the College, with particular focus on:

- Academic collaborations
- Commercial partnering
- Receipt of philanthropic income and other gifts
- Receipt of research funding and related relationship agreements
- Receipt of other income
- Procurement and supplier relationships

4. GUIDELINES FOR REVIEWING ALL RELATIONSHIPS

In considering any relationship, the following guidelines apply irrespective of income source or type of relationship.

Relationships should:

1. Support the College's mission and strategic aims
2. Be consistent with the overall objectives of the College

Relationships should not:

1. Compromise the College's status as an independent institution
2. Create material conflicts of interest
3. Arise, in whole or in part, from illegal activity that might include:
 - Tax evasion
 - Fraud
 - Bribery
 - Violation of international conventions on human rights or the environment
 - Violation of any applicable UK sanctions laws and, in some limited circumstances (as more particularly described in section 5), relevant US sanctions laws

4. Lead the College to contravene data protection and/or freedom of information legislation
5. Require the College to be involved in action that is illegal
6. Require the College to suppress or falsify academic research
7. Require the College to deviate from its normal hiring, promotion, procurement and contracting procedures¹
8. Require the College to provide special consideration for admission to its programmes of study

Judgement is required to check that the College's interests are maintained when reviewing a relationship if it has the potential to:

1. Restrict academic freedom
2. Deter others from supporting or working with the College
3. Cause any other damage, including financial or reputational, to the College
4. Expose the College to potentially significant liability

Relationships where the sources of income or funding are difficult to establish require special scrutiny.

5. PROCESSES FOR REVIEWING RELATIONSHIPS AND ESCALATING ETHICAL CONCERNS

The College has in place policies, procedures and regulations which set out the scope of authorities delegated to its staff. Individual members of the College community must abide by these policies, procedures and regulations when forming relationships with third parties.

Individual members of the College community also retain responsibility for considering ethical issues relevant to their work and escalating matters where appropriate in accordance

¹ For example, the provision of funds to the College for research or other purposes should not cause the College to deviate from such procedures without specific clearance under the escalation processes set out in section 5.

with the processes set out below, and any specific processes applicable to the particular work area or relationship.

Any ethical review must include a check of any proposed third party with whom the College is considering forming a relationship (including any person who controls that third party) against the list of financial sanctions regimes currently in force in the UK (the so called '*Consolidated List of Targets*' which can currently be found on the [UK government's website](http://www.gov.uk/government/publications/financial-sanctions-consolidated-list-of-targets) at www.gov.uk/government/publications/financial-sanctions-consolidated-list-of-targets) as well as against any other UK sanctions lists that may apply from time to time.

In addition, where a proposed relationship with a third party is:

- other than in relation to recruiting students, receiving fees from students, recruiting academics or research activities; and
- not otherwise within the ordinary course of the College's business or the reviewer is not able to determine if the proposed relationship is within the ordinary course of the College's business,

any ethical review must include a check of the proposed third party as well as of any persons that beneficially own, control or direct the third party against (1) the Specially Designated Nationals and Blocked Persons List (SDN List) published by the (US) Office of Foreign Assets Control (OFAC), (2) the OFAC Consolidated Sanctions List and (3) other US economic sanctions lists that may be published from time to time by the US government (all of which can currently be found on the [US government's website](http://www.treasury.gov/resource-center/sanctions/SDN-List/Pages/default.aspx) at www.treasury.gov/resource-center/sanctions/SDN-List/Pages/default.aspx).

The following sections set out specific requirements that apply to particular relationships. In the event that a member of the College community is not clear which procedure applies in the relevant circumstances, they should seek guidance from their Head of Department or equivalent, who may seek further guidance as required. Where a relationship does not fall within a particular section below, members of the College community should, having considered the matter in accordance with the guidelines above, escalate any ethical concerns in accordance with section 6 below.

The majority of ethical review will occur when forming new relationships or extending existing relationships. However, members of the College community should also be aware of ethical concerns arising while relationships are on-going and escalate these concerns following the escalation processes set out below.

A. Academic Collaborations

“Academic Collaboration” means a formal relationship of an academic nature entered into with third parties such as joint degree programmes, memoranda of understanding, joint institutes or centres and such similar relationships as are typically considered by the Registry.

Collaborative or consortia research² grants are excluded from the definition and are considered through the research review process set out at section E below. Grants and other income which does not fall within the definition of Academic Collaboration and are not classified by HEFCE as research grants/research income are considered by the relevant Department/Faculty in accordance with section F below. For broader forms of academic collaboration such as co-authored papers, if ethical issues are identified these should raise following process for raising matters of general ethical concern set out at section 6 below: such matters are not treated as Academic Collaborations for the purposes of this policy.

The College has in place policies and procedures for certain collaborative arrangements and placements which lay out the approval and associated due diligence processes for establishing new Academic Collaborations.³ Staff are required to notify proposed Academic Collaborations to the Registry to enable these processes and procedures to operate effectively.

If during the design and/or negotiation of a new Academic Collaboration, an ethical or other concern is identified in light of the guidelines for reviewing relationships, this concern should be escalated to the Head of the Central Secretariat, who will review the concern and provide guidance. Matters that cannot then be resolved through the usual procedures for such Academic Collaborations will be referred to Senate.

A record of all proposed Academic Collaborations should be retained by Registry, including:

- Confirmation in each case that the Academic Collaboration has been approved/rejected by the appropriate College area/body, including from an ethical perspective.
- Details of escalations, recommendations and subsequent decisions
- Records of ethical due diligence carried out.

² Research” is to be defined in accordance with HEFCE’s research income definition

³ <http://www3.imperial.ac.uk/registry/proceduresandregulations/qualityassurance/collaborative>

- All reports containing details of the ethical due diligence carried out/any recommendations made/signatures or documentation confirming approval
- Copies of material relationship documentation.

B. Commercial Partnering

The College's Enterprise team seeks to develop commercial partnerships with a range of organisations, whether on their own initiative or following a request for assistance from other College areas seeking to develop significant relationships. There will also be a wide variety of commercial relationships that are developed without input from the Enterprise team, including relationships that are specific to a research proposal or Academic Collaboration. In such cases, the Enterprise team will not have responsibility for carrying out ethical due diligence, unless this is specifically agreed. Such review should be undertaken by the relevant College area as specified in this policy. Where no specific College area is specified, it will be a matter for the relevant individual forming the relationship to consider the ethical aspects of any proposed commercial partnering and to consider whether it is necessary to escalate an issue in accordance with section 6 below.

The College's Enterprise Division has developed "An Operating Procedure for Opportunity Management Process" which lays out the approval and associated due diligence processes which will be undertaken by the College's Enterprise team in conjunction with academic stakeholders when instigating or developing relationships on behalf of College stakeholders.

If, during the negotiation of a partnership, an ethical/reputational concern is identified by a member of the Enterprise team, the relevant stakeholders should be advised and the matter should be escalated to the Director of Enterprise and academic champion for the relationship, who will review the concern and provide guidance. Matters that cannot be resolved at this level should be referred by the Director of Enterprise or relevant academic champion to the President and Provost (via the College Secretary) for decision.

A record of all proposed commercial partnerships reviewed by the Enterprise team is to be retained by that team, including:

- Confirmation in each case that the Director of Enterprise and any academic champion for the relationship have approved/rejected the commercial partnering from an ethical/reputational perspective or escalated the matter to the College Secretary.
- Details of any subsequent approvals/rejections provided by the College Secretary and President and Provost.
- All reports containing details of the ethical/reputational due diligence carried out/any recommendations made/signatures confirming approval.
- Copies of material relationship documentation.

C. Philanthropic income and other gifts

This section relates to the receipt of philanthropic income and gifts, including legacies. For these purposes “philanthropic income” means:

- (a) Income which does not confer full or partial ownership of a deliverable on the funder in return for the funding; and
- (b) Income that is in essence (albeit not entirely) philanthropic.

“Gifts” include philanthropic income and other non-financial gifts of a philanthropic nature.

The College has developed *Guidelines for Accepting Philanthropic Income and other Gifts* (March 2017) which supersede the Gift Acceptance Policy (May 2012) and which lay out the approval and associated due diligence processes for accepting philanthropic income and other gifts, including legacies. This includes a review of the ethical considerations as well as the wider scope of any proposal.

The Vice-President (Advancement) must approve the process for soliciting and accepting all gifts prior to receipt, including the terms of such gifts. Staff are required to notify proposed receipt of all philanthropic income and gifts (including proposed legacies) to the Advancement team to enable this process to operate effectively.⁴

Responsibility for the review of proposed gifts rests with the Advancement Team, reporting to the Vice-President (Advancement). In addition, where a Department/Faculty is affected by the gift, the gift will need to be considered and approved by that Department/Faculty and approved by the relevant Head of Department/Dean/equivalent prior to acceptance. The Advancement team should also seek input from other college areas as appropriate where income is not purely philanthropic.

If an ethical concern is identified during the solicitation or negotiation of philanthropic income or other gifts, this should be escalated to the Vice-President (Advancement), who will review the concern and provide guidance. Matters that cannot be resolved at this level should be referred by the Vice-President (Advancement) to the President and Provost (via the Head of Central Secretariat) for decision.

⁴ Staff should provide the details to their usual link within the Advancement Team. Where a member of staff does not have a specific link with a member of the Advancement Team, details should be provided to the Head of Operations.

In addition, any proposed receipts of philanthropic income or other gifts involving sums or values of £100k and above must be referred to the College Secretary & Registrar for review and approval prior to acceptance.

Where gifts are accepted subject to certain conditions, care must be taken to properly reflect such conditions in the terms of the gift agreement or similar document to be entered into with the relevant donor (by consulting the in-house lawyer for Advancement).

A record of all philanthropic income and other gifts notified is to be retained by the Advancement Team, including:

- Confirmation in each case that the Vice-President (Advancement) has approved/rejected receipt or escalated the matter to the College Secretary & Registrar if an issue is raised or if the £100k threshold has been exceeded.
- Details of any subsequent approvals/rejections provided by the College Secretary & Registrar and/or the President and Provost
- Records of ethical due diligence carried out
- All reports containing details of the ethical due diligence carried out/any recommendations made/relevant signatures confirming approval.
- Copies of material relationship documentation.

D. Procurement, purchasing and supplier relationships

The College's procurement and purchasing is governed by the Purchasing Regulations⁵ which set out the need for ethical matters to be considered in certain circumstances. The purchasing process should include a requirement upon all staff raising and authorising a new supplier request to confirm that no ethical issues are raised to their knowledge or set out any relevant ethical issues for further consideration by the Director of Financial Services and Procurement.

If during the appointment of a new supplier an ethical concern is identified, this should be escalated to the Director of Financial Services and Procurement, who will review the concern and provide guidance. Matters that cannot be resolved at this level should be referred by the Director of Financial Services and Procurement to the President and Provost (via the Head of Central Secretariat) for decision.

⁵ <http://www3.imperial.ac.uk/purchasing/regulations>

A record is to be retained by the Purchasing Team of all proposed new suppliers raised under the procurement policies or otherwise, including:

- confirmation in each case that the Director of Financial Services and Procurement has approved/rejected the use of the supplier or escalated the matter to the President and Provost where a concern was raised
- details of any subsequent approvals/rejections provided by the President and Provost
- records of ethical due diligence carried out
- all reports containing details of the ethical due diligence carried out/any recommendations made/signatures confirming approval.
- Copies of material relationship documentation.

A record should also be kept of any other ethical issues raised with the finance team and how that matter has been dealt with.

E. Research funding and related relationship agreements

For the purposes of this policy, “research” is defined in accordance with the HEFCE definition of research.

Neither the Ethical Code, nor the Relationship Review Policy, refer specifically to research ethics, which is subject to specific policies and procedures. Concerns about research misconduct should continue to be handled under the existing College policy for such matters. Grants or arrangements of a research nature which do not meet the HEFCE definition for research should be considered in accordance with section F below.

The College has in place review procedures relating to Bid Management, Faculty Approval and College *Authorisation of Research Proposals and Related Agreements*⁶ which require proper review of (amongst other things):

- (a) research funding proposals; and
- (b) research related agreements

⁶[https://workspace.imperial.ac.uk/researchservices/Internal/Approval%20and%20Authorisation%20Policy%20\(ROP-02\).pdf](https://workspace.imperial.ac.uk/researchservices/Internal/Approval%20and%20Authorisation%20Policy%20(ROP-02).pdf)

within an agreed policy framework prior to approval by the relevant Head of Department or other authorised person with responsibility. Within each Faculty are Research Services teams who work closely with their Departments and the Research Office to secure the proper review of research matters in accordance with these procedures.

In addition to the existing review and approval procedures operated by the Departments in conjunction with the Research Services teams and the Research Office, the relevant Research Services team are required to conduct an appropriate ethical review both prior to submission of research proposals and prior to research related agreements being entered into. Research Services managers will be required to confirm that each matter has been considered from an ethical perspective at each of the stages and record the results of that review within the existing mechanisms for review and approval (currently the College's InfoEd system).

Where the review raises an ethical concern, the relevant member of the Research Services team should advise the Head of Department or other authorised person and escalate the matter to the Director of the Research Office and the relevant Faculty Operating Officer/Faculty Dean simultaneously, who will each review the concern and, having discussed the matter between them, provide guidance. Where an ethical issue has been escalated, the confirmation of both the Faculty Operating Officer/Faculty Dean and the Director of the Research Office that the ethical matter has been resolved is required before any binding commitments are made. In the event that the Faculty Dean/Faculty Operating Officer and/or the Director of the Research Office is not satisfied that the matter has been resolved, the issue should be referred to the President and Provost (via the Head of Central Secretariat) for decision.

Where no ethical issues are raised, this will be confirmed to the relevant Head of Department or other authorised person to enable that individual to consider the wider implications of the proposal before indicating any approval.

As part of the general procedures for keeping records of research grant applications and related agreements, a record of all proposed research funding grant applications and research related agreements and approvals is to be retained by the Research Office/research services teams (as appropriate), including:

- confirmation in each case that the appropriate College authority has approved/rejected each grant application and the execution of each research related agreement or escalated the matter in accordance with the applicable policies and procedures
- Confirmation that all necessary approvals have been received under the applicable escalation procedures

- Records of the review process that has been conducted, including records of ethical due diligence carried out and all reports containing details of the ethical due diligence carried out/any recommendations made/approvals given
- Copies of material relationship documentation

F. Other income

The proposed receipt of any grants or similar income for purposes related to research and academic matters (including income from industry, charity and other sources) which do not meet the HEFCE criteria for research should be referred to the appropriate Faculty Finance team, who will be responsible for reviewing the proposal and for the conduct of appropriate ethical due diligence. The results of their review will be provided to the appropriate Faculty Operating Officer, who will consider whether or not to approve the proposed receipt.

This does not negate the need for a proposed Academic Collaboration (as that term is defined in section A) to be considered in accordance with the procedures for review and consideration of proposed Academic Collaborations.

Where the Faculty Finance team identify an ethical matter for further consideration, the Faculty Operating Officer will consider whether the matter can be resolved at Faculty level, in consultation with the Faculty Dean as appropriate. Matters that cannot be resolved at this level should be referred by the Faculty Operating Officer to the President and Provost (via the Head of Central Secretariat) for decision

Where this is required, the Faculty Operating Officer will seek appropriate input from the Research Office and/or Legal Services Office in connection with the form of the documentation to formalise any relationship relating to the receipt of non-research funding.

The Faculty Finance team shall keep a record of all such income and related documentation, including:

- Confirmation in each case that the appropriate College authority has approved/rejected each receipt and the execution of each related agreement or escalated the matter in accordance with the applicable policies and procedures
- Confirmation that all necessary approvals have been received under the applicable escalation procedures
- Records of the review process that has been conducted, including records of ethical due diligence carried out and all reports containing details of the ethical due diligence carried out/any recommendations made/approvals given

- Copies of material relationship documentation

G. ThinkSpace

The Chief Executive Officer (CEO) of ThinkSpace should follow the same process as the Director of Enterprise when reviewing new and existing rental agreements with corporate and commercial partners.

If an ethical concern is identified during the negotiation of a new agreement, the relevant stakeholders should be advised and the matter escalated to the CEO of ThinkSpace who will review the concern and provide guidance. Any matters that cannot be resolved at this level should be referred by the CEO of ThinkSpace to the President and Provost (via the Head of Central Secretariat) for decision.

H. Overlap

It is acknowledged that there will be some instances where College needs to consider relationships or the receipt of income, review of which falls within the domain of more than one review regime. Where there are overlapping elements, the relevant College areas should discuss and agree where the responsibilities for review and any appropriate approvals should lie. Where there is a conflict of opinion which cannot be resolved the matter should be escalated to the Head of Central Secretariat, who will obtain guidance from the College Secretary & Registrar as appropriate.

6. General process – ethical matters

a. Matters not falling within sections A-F

Where an ethical matter is identified in connection with a relationship or a proposed relationship with a third party, and where the matter does not fall to be considered under the policies and procedures referred to at sections A-F above, members of the College community should raise that issue with their Head of Department for consideration and, where possible, resolution. Matters that cannot be resolved at this level should be referred by the Head of Department to the President and Provost (via the Head of Central Secretariat) for decision.

b. All matters

Where any matter falling within the scope of this policy requires escalation to the College Secretary & Registrar and/or President and Provost, the individual charged with escalating the matter will be responsible for providing the proforma attached at Appendix A, setting out the issues and including (where appropriate) a recommendation as to how the matter should progress. Referrals should be made as early as possible in the process.

If there are any areas where the College Secretary & Registrar//President and Provost (as appropriate) requires more information on which to base a decision, these should be listed in the proforma and returned to the referring individual, who is responsible for arranging any additional due diligence checks and for collating any additional information requested before resubmitting the matter for further consideration.

The President and Provost should accept referrals by email between meetings where necessary so that issues can be considered before commitments need to be made.

7. Accountability reporting

The College Secretary & Registrar (in consultation with others as appropriate) should produce a report to the Audit Committee each term, outlining the ethical issues considered by him and by the President and Provost and how such matters have been dealt with. Any concerns with how the Code or related policies are functioning should be included within the report.

The College aims to be transparent about relationships entered into, the parties involved, and the purposes of those relationships. However, there will be cases where anonymity should be properly respected, and College will carefully consider any requests for anonymity. The College will, however, disclose details of relationships where it is required to do so by law, by any applicable governmental or other regulatory authority, or by order of a court.

A report detailing gifts received will be included in the College's annual Fundraising Report.

Approved by the Council: 12 July 2013

Effective from: 1 November 2013

Revised: 16 March 2017

Appendix A

NOTIFICATION OF MATTER FOR ETHICAL CONSIDERATION UNDER THE IMPERIAL COLLEGE RELATIONSHIP REVIEW POLICY

A. DETAILS OF INDIVIDUAL MAKING THE NOTIFICATION *(to be completed by the individual making the notification, being one of the following: Head of Central Secretariat, Director of Enterprise, Vice-President (Advancement), Director of Financial Services and Procurement or Director of the Research Office, College Secretary & Registrar):*

Name

Position

B. DETAILS OF THE ETHICAL ISSUE *(to be completed by the individual making the notification).*

1. Type of relationship *i.e. gift, corporate partnership, research partner etc.)*

2. Reason for notification *(i.e. gift above £100k, corporate partnership above £100k, ethical concern arising in the course of due diligence or otherwise)*

3. Is there a specific ethical issue that needs to be considered? *(yes/no)*

4. Detail of the ethical issue and your recommendation as to how the matter should proceed. *(If there is a specific ethical issue that needs to be considered)*

5. Brief history of the matter *(including whether the proposed relationship arises from a solicitation from (or a contact within) Imperial College or from an independent approach)*

6. Details of any non-standard or potentially onerous conditions proposed in connection with the proposed gift/relationship:

7. Details of the value of the proposed activity (e.g. in terms of expected revenues/ income or expenditure (as may be applicable) for the College):

8. Details of the due diligence that has been carried out and the results of that due diligence:

9. Status of the relationship and timescales: *(including details of the current status of negotiations/previous contact between the College and relevant individual or organisation/ when it is intended that the relationship will be entered into):*

10. Further comments and reference to additional documentation provided *(include all further details that you would like to draw to the attention of the decision maker and refer to all supplementary documents included for review).*

C. DETAILS OF FURTHER INFORMATION REQUIRED BY DECISION MAKER *(to be completed by the College Secretary & Registrar where a matter has been referred to him/the President and Provost or by the Clerk of the Audit Committee following a referral to that Committee)*

Further information required: *(if none, please specify)*

D. AUTHORISATION

Lead fundraiser for the proposed gift: Signature Name Date	Faculty Dean/Head of Department (if applicable): Signature Name Date	Vice-President (Advancement) Signature Name Date	College Secretary: Signature Name Date
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