

Conflict of Interest Policy

A. PURPOSE

This Conflict of Interest Policy (the “Policy”) applies to everyone who does business on behalf of Battery Council International (“BCI”) whose work involves any U.S. Federal Financial Assistance awards, including all persons who are employed by BCI, whether directly or indirectly through an Affiliated Entity, on a full-time or part-time basis (collectively, “Employees”). BCI also expects that all third parties with whom BCI contracts, including without limitation agents, suppliers and contractors, will act in accordance with the principles outlined in this Policy when conducting business on behalf of BCI.

This Policy is designed to comply with the U.S. Department of Energy’s Interim Conflict of Interest Policy, [DOE COI Requirements for Financial Assistance](#) (“DOE COI Policy”). This Policy is also designed to eliminate, neutralize, mitigate, or otherwise resolve any conflicts of interest that may arise during the course of BCI’s work under grants from DOE.

BCI will support all efforts of its Employees to comply with this Policy. BCI Employees may seek guidance about issues relating to compliance with this Policy and report violations of laws, regulations and policies through a variety of different avenues. BCI Employees may choose to address such issues through their supervisor, the BCI COI Officer, or other BCI leadership.

BCI will appropriately investigate all reports of possible conflicts of interest that it receives. BCI will not accept any adverse action, harassment, intimidation, unfavorable performance reviews, unfair treatment, retaliation or retribution of any kind against an Employee for reporting in good faith a suspected violation of BCI’s policies, including this Policy. BCI will treat such reports with careful discretion consistent with fair enforcement of this Policy.

The Board of Directors of BCI has also adopted a separate Conflict of Interest Policy that applies to Board Members. To the extent of any conflict, the terms of this Policy shall govern any activities of the BCI Board of Directors.

B. DEFINITIONS

- 1. Affiliated Entity:** Entities are Affiliated Entities if, directly or indirectly, either one controls or has the power to control the other, or a third person controls or has the power to control both. Control means the possession, directly or indirectly, of the power to direct or cause the direction of the

management or policies of an entity, whether through the ability to exercise voting power, by contract or otherwise.

2. **Conflicts of Interest:** Financial conflict of interest (FCOI) means a situation in which an Employee or Immediate Family Member has a significant financial interest or financial relationship that could directly and significantly affect the design, conduct, reporting or funding of a project, whether because the financial interest could be affected by the project, could affect the project, is in an entity whose financial interest could affect the project, or is in an entity whose financial interest could be affected by the project. Organizational conflict of interest (OCI) means a situation in which, because of relationships with an Affiliated Entity, the Recipient is unable or appears to be unable to be impartial in conducting a procurement action involving that Affiliated Entity.
3. **Officer:** The COI Officer is the person with primary responsibility for training, guiding, and monitoring compliance with the Policy, and for mitigating any potential or actual COI that arises. BCI's COI Officer is Technical Projects Manager, Courtney M. Greco.
4. **Immediate Family Member:** a person with any of the following relationships to another person:
 - i. Spouse;
 - ii. Dependent Child.
5. **RFP:** a request for proposal to procure goods or services. All RFPs that BCI issues shall comply with BCI's procurement policies and applicable DOE Financial Award procurement regulations.
6. **Significant Financial Interest:** A financial interest or relationship that reasonably appears related to the Employee's responsibilities under a DOE grant or other award, including any remuneration in any form from a non-BCI entity that exceeds \$5,000, in total, over the prior twelve months. Remuneration includes any intellectual property rights and interests.

C. EMPLOYEE RESPONSIBILITY

All Employees performing any work related to any federal award shall timely disclose to the COI Officer any significant financial interests in any other entity.

D. PERSONAL CONFLICTS OF INTEREST PROHIBITED

1. No Employee may participate in the preparation of an RFP, selection, award, approval, monitoring, or termination of a transaction between BCI and any other organization if the Employee or any Immediate Family Member of the Employee has a financial interest in the other organization, or would receive a material personal benefit from the other organization.
2. No Employee may participate in the preparation of an RFP, selection, award, approval, monitoring, or termination of a transaction between BCI and any individual if the individual is an Employee or an Immediate Family Member of an Employee.
3. No Employee that receives a significant financial interest from a non-BCI entity may participate in the design, conduct, reporting, or funding of a federally funded project.

E. ORGANIZATIONAL CONFLICTS OF INTEREST

BCI shall not enter into any transaction with an Affiliated Entity that is related to a federal award without first obtaining written approval from the COI Officer. The COI Officer shall review the transaction for any potential or actual OCI, and shall be responsible for any necessary disclosures to the appropriate Federal awarding agency.

F. GIFTS PROHIBITED

No officer or director of BCI, and no Employee of BCI (collectively, "BCI Person"), shall solicit, accept, or offer gratuities, gifts, favors, or anything of monetary value to or from any third party if the BCI Person is involved with the process for selecting or determining compensation of the third party. No BCI Person shall knowingly accept any non-incidental tangible or intangible gift when it could reasonably be inferred that the gift was intended to influence or reward an official action on their part. This policy does not prohibit gratuities or gifts of appreciation when the financial interest is not substantial or the gift is an unsolicited item of nominal value.

G. IMMEDIATE FAMILY MEMBERS

Any transaction that is directly prohibited under this Policy with respect to any Employee is also prohibited with respect to any Immediate Family Member of such Employee.

H. BCI REPORTING OBLIGATIONS

BCI shall report all FCOI's, whether managed or unmanageable, in its required FCOI Reports to the Federal awarding agency. BCI shall report any potential or actual OCIs to the cognizant agency official. BCI shall also disclose, in a timely manner, in writing to the DOE or other applicable Federal awarding agency whenever, in connection with a federal award (including any activities or subawards thereunder), credible evidence of the commission of a violation of Federal criminal law involving fraud, bribery, or gratuity violations or a violation of the civil False Claims Act. To the extent BCI receives pass-through funds and a disclosure is required, BCI shall also submit a copy of any written disclosure to the pass-through entity.

I. INTERNAL CONTROLS AND RESOURCES

1. **BCI COI Officer.** The BCI COI Officer will be responsible for (i) providing guidance to BCI, its Employees, and its Affiliated Entities concerning the interpretation and implementation of this Policy; (ii) conducting or overseeing periodic reviews of transactions between BCI and its Affiliated Entities to confirm compliance with this Policy; (iii) maintaining a written log of all actual and reasonably potential conflicts of interest of which the BCI COI Officer becomes aware; (iv) maintaining a written description of appropriate measures, if any, taken by BCI to mitigate any actual or reasonably potential conflict of interest; and (v) reporting any potential or actual COI, along with BCI's response and action plan to mitigate such COI, to the BCI Board of Directors and to the Federal awarding agency as required.
2. **Response and Action Plan.** The response and action plan will be tailored to the facts and circumstances of the conflict of interest, and may include public disclosure of the COI, modification of any implicated project plans, termination or modification of the transaction giving rise to the conflict of interest, additional training of staff, revisions to BCI policies and procedures, and disciplinary action, up to and including separation of employment.

J. TRAINING AND CERTIFICATIONS

All Employees (including without limitation BCI officers) who perform work on behalf of BCI related to the preparation of any RFP, selection, award, approval, monitoring, and termination a transaction for BCI under a Federal award, will receive training about this Policy no less than annually from the BCI COI Officer or their designee. In connection with such training, each Employee will certify in writing that they have reviewed this Policy and completed the annual training.

K. FLOWDOWNS

BCI shall flow down the requirements of DOE's COI Policy to all subrecipients, except National Laboratories.