

Science and Janelia

Consulting

Service as a Member of a Company's Board of Directors

Policy

This policy applies to service by an HHMI laboratory head as a member of a company's board of directors. It should be read in conjunction with [HHMI's Consulting for Companies - General Policy](#), which also applies to this type of consulting activity.

This policy applies only to HHMI laboratory heads (e.g., HHMI Investigators at HHMI's host-based sites, and Group Leaders at HHMI's Janelia Research Campus). Other laboratory employees are not permitted to serve on a company's board of directors.

Service by a laboratory head as a corporate board member creates fiduciary obligations and may result in conflicts of interest that raise concerns under HHMI policies. The potential for such conflicts is greatest in the context of proposed laboratory head service as a member of the board of directors of a start-up company formed around technology developed by the laboratory head. For this reason, HHMI ordinarily will not approve this type of request.

In considering requests to serve on a company's board of directors, HHMI considers all relevant circumstances, including the following factors:

1. Is any of the company's work related to ongoing HHMI research of the laboratory head? If so, service on the company's board is less likely to be approved.
2. Is technology developed by the laboratory head licensed or proposed to be licensed to the company? If so, service on the company's board is less likely to be approved.
3. Does the laboratory head otherwise consult for the company or have more than incidental scientific contact with the company? If the laboratory head has significant involvement advising on the company's scientific direction, service on the company's board is less likely to be approved. In most cases, and absent other factors, simply serving as a member of the company's scientific advisory board will not be viewed as significant involvement.
4. Does the laboratory head directly or indirectly own more than a minimal amount of stock in the company because of his or her consulting services, or through a license of intellectual property to the company? If so, service on the company's board is less likely to be approved.

A laboratory head interested in serving on a company's board of directors should contact his or her [HHMI attorney](#) to initiate HHMI's review of the proposal.

Contact

Any questions about HHMI's policy on service by an HHMI laboratory head as a member of a company's board of directors may be raised with the [Senior Scientific Officer](#) or [HHMI attorney](#) responsible for the site, or at Janelia with the [HHMI attorney](#) responsible for Janelia.

Managed by: Office of the General Counsel
Last updated: 6/5/2018