


May 16, 2022

Emory A. Rounds, III
Director
U.S. Office of Government Ethics
1201 New York Avenue, N.W., Suite 500
Washington DC 20005-3917

Dear Mr. Rounds:

I am enclosing an amendment to Shereef Elnahal's nominee public financial disclosure report, signed on March 2, 2022, and a supplement to his ethics agreement, signed on April 19, 2022. Based on my review of this additional information, I continue to believe that Dr. Elnahal is in compliance with applicable laws and regulations governing conflicts of interest.

Sincerely,

**Catherine
Mitrano 708051**  Digitally signed by
Catherine Mitrano 708051
Date: 2022.05.16 08:07:37
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Catherine Mitrano
Designated Agency Ethics Official
Principal Deputy General Counsel

Enclosures

5/15/2022

Catherine Mitrano
Designated Agency Ethics Official
Principal Deputy General Counsel
Department of Veterans Affairs
810 Vermont Ave., NW
Washington, D.C., 20005

Dear Ms. Mitrano:

The purpose of this letter is to supplement my ethics agreement signed on April 19, 2022. In a separate document, I am amending my financial disclosure report. In my Senate Questionnaire responses to the Senate Veterans Affairs Committee before my hearing, I disclosed my membership on the Juvenile Diabetes Research Foundation International Research Committee. The Committee is comprised of both Board Members of the Juvenile Diabetes Research Foundation and non-Board Member experts. Because my particular role on this committee is as a non-Board Member, I do not personally have fiduciary responsibility for decisions that impact the organization; my role is advisory. Therefore, I assumed that disclosure in the OGE form itself was not necessary.

However, after further consultation with VA ethics and the Office of Government Ethics, we determined that because there are Research Committee members who are also full Board Members and do have fiduciary responsibility, the committee itself is technically a fiduciary committee by virtue of their power to vote on decisions that impact the organization.

Therefore, out of an abundance of caution, I am filing an amendment to fully disclose my participation as a non-Board Member of the Research Committee of the Juvenile Diabetes Research Foundation, in addition to my previous disclosure of this role to the United States Senate.

Upon confirmation, I will resign from my position with the Juvenile Diabetes Research Foundation. Pursuant to the impartiality regulation at 5 C.F.R. § 2635.502, for a period of one year after my resignation, I will not participate personally and substantially in any particular matter involving specific parties in which I know the Juvenile Diabetes Research Foundation is a party or represents a party, unless I am first authorized to participate, pursuant to 5 C.F.R. § 2635.502(d).

I have been advised that this supplement to my ethics agreement will be posted publicly, consistent with the public information law at 5 U.S.C. § 552, on the website of the U.S. Office of Government Ethics with ethics agreements of other Presidential nominees who file public financial disclosure reports.

Sincerely,

A handwritten signature in black ink, appearing to read "Shereef Elnahal". The signature is written in a cursive style with a large initial "S" and "E".

Shereef Elnahal

Catherine C. Mitrano
Designated Agency Ethics Official/
Department of Veterans Affairs
810 Vermont Ave, NW, Suite 1175
Washington, DC 20005

Dear Ms. Mitrano:

The purpose of this letter is to describe the steps that I will take to avoid any actual or apparent conflict of interest in the event that I am confirmed for the position of Under Secretary for Health at the Department of Veterans Affairs. It is my responsibility to understand and comply with commitments outlined in this agreement.

SECTION 1 – GENERAL COMMITMENTS

As required by the criminal conflicts of interest law at 18 U.S.C. § 208(a), I will not participate personally and substantially in any particular matter in which I know that I have a financial interest directly and predictably affected by the matter, or in which I know that a person whose interests are imputed to me has a financial interest directly and predictably affected by the particular matter, unless I first obtain a written waiver, pursuant to 18 U.S.C. § 208(b)(1), or qualify for a regulatory exemption, pursuant to 18 U.S.C. § 208(b)(2). I understand that the interests of the following persons are imputed to me:

- Any spouse or minor child of mine;
- Any general partner of a partnership in which I am a limited or general partner;
- Any organization in which I serve as an officer, director, trustee, general partner, or employee; and
- Any person or organization with which I am negotiating or have an arrangement concerning prospective employment.

In the event that an actual or potential conflict of interest arises during my appointment, I will consult with an agency ethics official and take the measures necessary to resolve the conflict, such as recusal from the particular matter or divestiture of an asset.

If I have a managed account or otherwise use the services of an investment professional during my appointment, I will ensure that the account manager or investment professional obtains my prior approval on a case-by-case basis for the purchase of any assets other than cash, cash equivalents, investment funds that qualify for the regulatory exemption for diversified mutual funds and unit investment trusts at 5 C.F.R. § 2640.201(a), obligations of the United States, or municipal bonds.

I will receive a live ethics briefing from a member of the ethics office after my confirmation but not later than 15 days after my appointment pursuant to the ethics program regulation at 5 C.F.R. § 2638.305. Within 90 days of my confirmation, I will submit my

Certification of Ethics Agreement Compliance which documents my compliance with this ethics agreement.

I understand that as an appointee I will be required to sign the Ethics Pledge (Exec. Order No. 13989) and that I will be bound by it. Among other obligations, I will be required to recuse from particular matters involving specific parties involving my former employer or former clients for a period of two years after I am appointed, with the exception of federal, state and local government.

I will not modify this ethics agreement without your approval and the approval of the U.S. Office of Government Ethics pursuant to the ethics agreement requirements contained in the financial disclosure regulation at 5 C.F.R. § 2634.803(a)(4).

SECTION 2 – UNIVERSITY HOSPITAL, NEWARK

Pursuant to my employment agreement that was amended subsequent to my nomination, I will resign from my positions with University Hospital, Newark on May 6, 2022. Pursuant to my amended employment agreement with the hospital, I will receive a severance payment equal to the amount of my base salary from May 7 to July 21, 2022, and the employer portion of my health insurance payment from June 1 to July 31, 2022. These payments will be made to me on May 27, 2022. In lieu of an annual incentive payment, I will receive a payment calculated using a methodology consistent with the Fiscal Year 2022 incentive agreement. I will also receive this payment on May 27, 2022. Through May 27, 2022, I will not participate personally and substantially in any particular matter that to my knowledge has a direct and predictable effect on the financial interests of University Hospital, Newark, unless I first obtain a written waiver, pursuant to 18 U.S.C. § 208(b)(1). In addition, pursuant to the impartiality regulation at 5 C.F.R. § 2635.503, for a period of two years after my receipt of these payments, I will not participate personally and substantially in any particular matter involving specific parties in which University Hospital, Newark, is a party or represents a party, unless I first receive a written waiver pursuant to 5 C.F.R. § 2635.503(c).

SECTION 3 – OTHER RESIGNATIONS

Upon confirmation, I will resign from my positions with the following entities:

- New Jersey Performing Arts Center
- New Jersey Hospital Association
- America's Essential Hospitals
- Hospital Alliance of New Jersey
- New Jersey Health Care Quality Institute
- Rutgers New Jersey Medical School

Pursuant to the impartiality regulation at 5 C.F.R. § 2635.502, for a period of one year after my resignation from each of these entities, I will not participate personally and substantially in any particular matter involving specific parties in which I know that entity is a party or represents a party, unless I am first authorized to participate, pursuant to at 5 C.F.R. § 2635.502(d).

SECTION 4 – DIVESTITURES

As soon as practicable but not later than 90 days after my confirmation, I will divest my interests in the following entities:

- Accenture Plc
- Air Products and Chemicals, Inc.
- Alphabet, Inc.
- Amazon.com, Inc.
- Apple, Inc.
- Arista Networks, Inc.
- AT&T Inc.
- Bank of America Corp.
- Berry Global Group, Inc.
- Booz Allen Hamilton Holding Corp.
- Charles River Laboratories International, Inc.
- Danaher Corp.
- Dell Technologies, Inc.
- Fortive Corp.
- Masimo Corp.
- Meta Platforms, Inc. (Facebook)
- Microsoft Corp.
- Salesforce.com, Inc.
- ServiceNow, Inc.

With regard to each of these entities, I will not participate personally and substantially in any particular matter that to my knowledge has a direct and predictable effect on the financial interests of the entity until I have divested it, unless I first obtain a written waiver, pursuant to 18 U.S.C. § 208(b)(1), or qualify for a regulatory exemption, pursuant to 18 U.S.C. § 208(b)(2). I have verified that I will be able to carry out the divestitures within the timeframe described above.

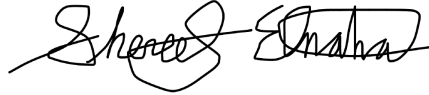
I understand that I may be eligible to request a Certificate of Divestiture for qualifying assets and that a Certificate of Divestiture is effective only if obtained prior to divestiture. Regardless of whether I receive a Certificate of Divestiture, I will ensure that all divestitures discussed in this agreement occur within the agreed upon timeframes and that all proceeds are invested in non-conflicting assets. I understand that I must timely submit my request for a Certificate of Divestiture to allow for adequate time for OGE to process the Certificate of Divestiture, and in order to divest assets within the agreed upon timeframe.

I (including my spouse and dependent children if applicable) will not repurchase any asset I was required to divest without consulting with my agency ethics official and the U.S. Office of Government Ethics.

SECTION 5 – PUBLIC POSTING

I have been advised that this ethics agreement and the Certification of Ethics Agreement Compliance will be posted publicly, consistent with the public information law at 5 U.S.C. § 552, on the website of the U.S. Office of Government Ethics with ethics agreements of other Presidential nominees who file public financial disclosure reports.

Sincerely,

A handwritten signature in black ink, appearing to read "Shereef Elnahal". The signature is written in a cursive style with a large initial "S" and "E".

Shereef Elnahal

4/19/22