

# **American College of Preventive Medicine**

## **Board of Regents Conflict of Interest Policy<sup>1</sup> Adopted [August 4, 2006] Amended [February 11, 2009]**

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### **PREAMBLE**

The American College of Preventive Medicine (ACPM or “the College”) is the national specialty society for physicians committed to disease prevention and health promotion. Fellows are board certified in the preventive medicine specialty areas of general preventive medicine/public health, occupational medicine, and aerospace medicine or in other ABMS-approved specialties.

The College is governed by its officers (President, Secretary-Treasurer, President-elect, Past President) and the rest of the members of the Board of Regents (“the Board” or “Board member” or “Regent”), all of whom are elected by the membership pursuant to the Bylaws of the College. Hereinafter the officers are included in the term “Regent.”

The College is managed by a professional staff, including the Executive Director and other staff and employees as are designated by the Executive Director and approved by the Board from time-to-time (“staff”). The budget of the College is prepared by staff and deliberated and approved by the Board on an annual basis.

The College has many members<sup>2</sup> (“Members”) who Chair and/or are participants in various College committees, sub-committees, ad hoc committees, and/or represent the College in other settings such as on other Boards, Councils, or testifying in front of legislatures, governmental rules bodies, etc.

By virtue of Regents, staff, and Members accepting and serving in their positions they have certain duties and responsibilities to the College and its membership. These duties require priority over other duties or loyalties the Regents, staff or members may have to other organizations or their own personal gain.

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<sup>1</sup> Some of this policy is extracted and modified from the AMA Conflict of Interest Policy, 1999.

<sup>2</sup> For the purposes of this COI Policy, “Members” include all categories of membership, including those designated in Article II of the Bylaws of the College, and any other category as may be approved by the Board.

These duties include:

- a. Fiduciary – Regents, staff, and Members have financial and trust duties to work toward sound financial status.
- b. Loyalty – Regents, staff, and Members must act in the best interests of the College.
- c. Integrity – Regents, staff, and Members should represent the College at all times in a professional manner.
- d. Transparency – Regents, staff, and Members should disclose all relationships and activities that might affect the performance of their duties for the College. Further, whenever possible and prudent, Regents, staff, and Members should strive for openness about Board and managerial activities for members and the public at large.
- e. Trust – Regents, staff, and Members should refrain from use of information and knowledge in any manner that could harm the College.
- f. Legal – Regents, staff, and Members should never knowingly break the law in the performance of their duties for the College.

While we often think of conflicts of interest as those that arise only from financial gain, the concept of conflict of interest is much broader and can arise when a Regent, staff, or Member has another personal interest that conflicts with the interests of the College. A “personal interest” is defined as any interest that is not related to or is contrary to the College’s interests. Such personal interests include personal financial interests or activities, conflicting interests of loyalty to other boards or organizations of which the Regent, staff, or Member has membership, or conflicts of commitment to certain points of view that are contrary to the College’s policies, constitution, bylaws, or other purposes.

*Appearances* of conflicts of interest may be just as damaging to the College as actual conflicts, as such appearances may damage the trust and integrity of the College.

The College recognizes that many of its Members are also members of other organizations. In some cases Regents may also be board members of other organizations. Transparency is one way to encourage trust and integrity of the College. It is important that any such affiliations be made public to the membership of the College, as well as to the Board, staff, and fellow Members.

The purpose of this policy is to provide guidelines to Regents, staff, and Members for avoiding and/or resolving conflicts between personal interests and the College’s interests. The purpose of this policy is not to provide an overall code of conduct, code of professionalism, or code of ethics for the

College's members or staff, which can be found in a separate document.<sup>3</sup>

At the onset of assuming their positions and duties, Regents, staff, and Members will familiarize themselves with these policies, and will periodically comply with their reporting requirements.

## **GUIDELINES**

Unless otherwise stated, the following guidelines shall apply to Regents, staff, Members, and their "extended relations" including family members and personal businesses. In each case of an actual or potential conflict of interest, the Regent, staff, or Member shall recuse himself or herself from the deliberations and voting of the Board, committee, or any other related activities of the College, unless the President of the College requests the Regent's, staff's, or Member's participation in the discussions or activities (but in no event shall the Board member vote on related items or commit the College respectively).

### A. Disclosure

1. At the time that a Regent, staff, or Member first joins the College in his/her respective position, and on an annual basis thereafter, every Regent, staff, and Member shall complete a disclosure form, the contents of which shall include any material financial or organizational conflict or potential conflict (as discussed below). These completed forms shall be reviewed initially by the Finance Committee, any significant items brought forth to the Executive Committee immediately, and then the statements summarized and distributed to the Board electronically or at its next regularly scheduled meeting (if it is going to occur within 30 days of the summary preparation). In addition, the disclosures shall be available to any requesting College member.

At any time that a new conflict or potential conflict may arise, a Regent, staff, or Member shall immediately inform the Secretary-Treasurer or Executive Director. If the Secretary-Treasurer or Executive Director has a new or potential conflict, (s)he shall immediately inform the President. Until deliberations and decisions about the potential conflict can be resolved, the Regent, staff, or Member shall recuse himself or herself from any actions or deliberations associated with the activity.

### B. Financial interests

1. Regents, staff, and Members shall promptly disclose to the Board any financial interests they or their extended relations (spouse, significant other, children, grandchildren, or parents) have with any company doing

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<sup>3</sup> Forthcoming in 2009.

business with (providing goods, funding, or services to) the College. Such disclosures shall, to the extent possible, be made prior to or immediately at the start of any deliberations, negotiations, or contracts being discussed or finalized between the relevant interests of the Regent, staff, or Member (or their extended relations) and the College.

Exception:

The College recognizes that Regents, staff, and Members may have individual investments (e.g., stocks, bonds, mutual funds) in publicly-held companies. Where a holding is of a minor nature and not material to the Regent's, staff's, or Member's total portfolio, a disclosure is not required. For the purposes of this policy, a "material" holding is a financial ownership interest of 5% or more of the Regent's, staff's, or Member's total liquid assets (assets in stocks, bonds, mutual funds, cash, certificates of deposit, real estate investment trusts, etc.), or \$10,000, whichever is less.<sup>4</sup>

2. Any financial arrangement (whether discussed formally or informally, whether by written or oral agreement) between a Board member and the College shall first require a majority vote of the entire Board of Regents before it may go into effect and before any of the College's funds are disbursed to the Board member.

Exception:

Expenses reimbursed for normal travel and hotel accommodations pursuant to the College's business expense reimbursement policies and procedures.

3. In the unlikely event that a Regent, staff, or Member or their extended relations has a personal interest in a legal claim against the College or one of its Regents, staff, or Members, such interest shall be disclosed and considered a conflict of interest.

C. Participation in other Boards or organization committees

The College encourages members to participate in other organizations' committees and boards. However, such participation may place the Regent, staff, or Member in a dual loyalty role, having to support opposing policies or conflicting goals and objectives of the two organizations. Additionally from time-to-time the College enters into discussions or negotiations with

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<sup>4</sup> This is not intended to ask Regents, staff, and Members to attempt to figure out their holdings of, for example, Pfizer, as a sum of all mutual fund and individual shares holdings. It is intended for disclosure if, using the same example, the Regent or staff member held >5% of his/her liquid assets as identifiable Pfizer shares.

organizations that may include conflicting financial or managerial roles when, for example, there may be two organizations negotiating with each other for common conference management or grants administration.

1. If the overall goals and objectives of the two organizations on which a Regent, staff, or Member may participate are not conflicting, participation is permitted. If the Regent, staff, or Member has any question or concern about a potential conflict, (s)he should consult with the Secretary-Treasurer or Executive Director respectively.
2. If a conflict exists, and unless an alternative satisfactory resolution can be identified and approved by the Board, the Regent, staff, or Member must choose between the conflicting organizations and shall resign from one of them.
3. No staff member shall sit on the board of any other organization without first gaining approval of the Executive Director. If this applies to the Executive Director, then (s)he shall gain approval of the Secretary-Treasurer.

Exceptions:

1. Categorical regents (aerospace, occupational medicine, general preventive medicine, and public health) are expected to be involved in their respective subspecialty organizations, and often are involved in mediating conflicts or negotiating common goals and initiatives of the organizations.
2. Staff members do not require approval of the Executive Director to participate in nonprofit civic or religious organizations, unless such organizations advocate goals and objectives opposed to or in conflict with those of the College.

D. Gifts

To avoid any inference that a decision was unduly influenced, a Regent, staff, or Member or their extended relations may not offer, solicit, or accept any gift, money, benefit, loan, or other payment of any kind from any entity with whom the College does business, with whom the College is seeking to do business, or from any entity seeking to do business with the College. The term "entity" includes, but is not limited to, financial institutions, business and professional firms, and individuals providing goods or services.

"Gifts" include meals, social amenities, entertainment, benefits, discounts, books, journals, videotapes, audiotapes, computer software, or other informational materials.

Exceptions:

1. Such gifts may be accepted by Regents, staff, or Members only if the circumstances under which they are being offered are also being offered to all members of the College. For example, if books or meals are being offered to all attendees at the Preventive Medicine annual conference of the College. Another example, if a book, software, or informational materials were being offered to all members of the College as a grant from a company.
2. Items necessary for evaluating business relationships that in other circumstances would have no or limited value.
3. Items valued less than \$50.

E. Honoraria

Any honoraria received by a Regent, staff, or Member for College-related engagements shall be given to the College.

Exception:

An honorarium may be retained by the Regent, staff, or Member only if such retention is approved in advance by the Executive Committee.

F. Illegal Payments

A Regent, staff, or Member shall not give any bribe, kickback, or any other illegal or improper payment of any kind to any person with whom he or she comes in contact in relation to his or her responsibilities for the College.

G. Non-Disclosure of Confidential or Proprietary Information

“Confidential or Proprietary information” includes, but is not limited to, financial information, business plans, policy proposals, policy development plans, confidential membership plans, strategies, and other information which, if disclosed to others, might impede or harm the implementation of the College’s activities.

Regents, staff, and Members shall maintain the confidentiality of such information, and shall not disclose such information unless approved in advance by the President or Executive Director. In no event shall a Regent, staff, or Member disclose confidential or proprietary information for personal gain.

Regents, staff, and Members shall observe this nondisclosure section for a minimum of two years after they have relinquished their responsibilities with the College.

#### H. Use of the College's Name

Regents, staff, and Members shall not use the College's name in any way that would incorrectly imply the College's endorsement of a non-College product or service, or that would incorrectly imply the College's support of a position or policy that has not been approved by the Board of Regents.

##### Exception:

Often the College is called upon to support the positions or policies of other specialty societies, organizations, and coalitions. Those positions may not be identical with the College's formal policies, but may be substantially similar to them. In such cases the President, Executive Director, or Executive Committee may choose to endorse such policies/positions without requiring Board approval.

#### I. Endurance of Commitment

Once a Regent, staff, or Member is no longer on the Board or employed with the College, he or she shall refrain from any conduct verbal or otherwise which publicly disparages or damages the reputation, goodwill, or standing in the community of the College or its Regents, staff, or Members.

##### Exception:

This endurance of commitment does not prohibit a Regent, staff, or Member from expressing disagreements or differences with the College's policies or operating activities.

### **COMMITMENTS OF CONSCIENCE**

From time-to-time Regents, staff, and Members may find themselves conflicted about College policies because of deeply held beliefs about what is right or wrong. Examples might include views on abortion, the death penalty, environmental tolerances (e.g., precautionary principle), and personal responsibility for poor health behaviors.<sup>5</sup> It is urged that debates regarding deeply held beliefs be held civilly, and in an open and fair manner. Sometimes deeply held commitments of conscience by Regents, staff, or Members may be contrary to the purposes and objectives of the College. If a Regent, staff, or Member feels that such a position by the College would conflict with his or her conscience commitment it is urged that he/she discuss it with the President

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<sup>5</sup> 4 It is not inappropriate or discouraged that Regents, staff, and Members should hold such positions. Regents, staff, and Members should not feel discouraged from expressing those positions during discussion of policies or interests of the College. Further, Regents and managers should recognize that often what they take to be given assumptions underlying the College's *raison d'être* may in fact be based upon debatable opinion.

or Executive Director respectively.

However, Regents, staff, and Members must recognize that when they are in their official College roles they cannot permit their commitments of conscience to interfere with the way they represent the College, or with their duties of loyalty and care to the College. Where such commitments of conscience would compromise the Regent's, staff's, or Member's ability to properly represent the College's positions, then the Regent, staff, or Member should excuse himself/herself from the role of having to represent the College, immediately informing the President or Executive Director respectively of the need to be excused and the need for the College to appoint someone else to the role.

### **RELEVANT PASSAGES IN THE CONSTITUTION AND BYLAWS**

Constitution, Article II:

No part of the net earnings or other assets of this College shall inure to the benefit of any member or other individual.