

## CONFLICT OF INTEREST POLICY

### I. Purpose

The purpose of this Conflict of Interest Policy ("Policy") of the Louisiana Academy of Family Physicians (the "Academy") is to protect the interests of the Academy when it is contemplating entering into a transaction or arrangement that might benefit the private interest of a member of the Board of Directors of the Academy ("Board"); an officer of the Academy ("Officer"); a member of the Academy ("Member Representative") serving in other organizational capacities, such as members of Academy committees ("Committees") and Academy representatives to external entities ("External Entities"); a chief editor of any of the Academy's journals ("Editor"); or any other employee of the Academy who is classified as "exempt" under the U.S. Department of Labor regulations ("Employee").

This Policy is also intended to assist the Board, the Officers, the Member Representatives, the Editors, and the Employees to fulfill their respective obligations to act at all times in the best interest of the Academy. In order to preserve and protect the integrity of the Academy and its decisions, and to foster an open and trusting relationship between and among members of the Board and Employees, this Policy requires all members of the Board, Officers, Member Representatives, Editors, and Employees to maintain the highest standard of corporate ethics not only to avoid conflicts of interest in the Academy's affairs, but also to avoid even the appearance of impropriety that undisclosed dualities of interest can create.

This Policy is intended to supplement, but not replace, any applicable laws governing conflicts of interest and fiduciary duties applicable to not-for-profit corporations.

[NOTE: A separate policy exists for all Academy-produced continuing medical education activities. Individuals who plan, carry out, or contribute to the content of these activities are subject to the "[CME Disclosure Policy](#)" and should complete the [CME Disclosure Form](#) developed specifically for these activities.]

Not all relationships automatically exclude an individual from service on behalf of the Academy or involvement in a specific matter, although it may be that participation should be avoided, limited, or qualified by disclosure of the competing interest. If there is any uncertainty about whether there is a conflict, the individual should err on the side of full disclosure.

### II. Definitions

- A. **Aware:** Aware means actual knowledge without any duty to inquire.
- B. **Compensation:** Compensation is defined as direct and indirect remuneration (whether in cash or in kind), as well as gifts or favors that are substantial in nature.
- C. **Conflict of Interest:** A Conflict of Interest exists with respect to any matter involving the Academy where (i) an Interested Person has a Personal or Private Interest, or (ii) an Interested Person is Aware that a member of his or her Family has a Personal or Private Interest.
- D. **Family:** Family is defined as that person's spouse, domestic partner, children, parents, or siblings.
- E. **Interested Person:** Interested Person is defined as:
  - 1. Any member of the Board;
  - 2. Any Officer of the Academy;
  - 3. Any Member Representative;
  - 4. Any Editor; or
  - 5. Any Employee.
- F. **Personal or Private Interest:** A Personal or Private Interest is generally considered to exist when Interested Persons have material interests outside the Academy which could influence them, or could be perceived as influencing them, to act contrary to the best interests of the Academy and for their own personal benefit or the

benefit of a relative or business associate. More particularly, such an Interest is defined as one or more of the following interests, arising directly or indirectly:

1. An ownership or investment interest in any entity (other than a 5% or less ownership in a publicly-traded corporation) with which the Academy has a Transaction;
  2. A compensation arrangement with the Academy or with any entity or individual with which the Academy has a Transaction;
  3. A position in a public office or institution, whether appointed, elected or employed, which will require participation in matters involving the Academy;
  4. A position as an uncompensated consultant, officer, committee member or board member of any entity with which the Academy has a Transaction; or
  5. Any other interest that may compete with or conflict with the interests of the Academy (e.g., a leadership position in a chapter or other entity with respect to activities that may be competitive with those of the Academy).
- G. **Transaction:** A measure, contract, resolution, grant, grant application, or other arrangement or business relationship whether written or oral, between two or more parties.

### III. Conflict of Interest Procedure

a. Completing the Conflict of Interest Disclosure

Upon an Interested Person's election, appointment, employment or engagement as Board member, Officer, Member Representative, Editor, or Employee and on an annual basis thereafter, each Interested Person shall be provided with a copy of this Policy and is required to complete and sign the Acknowledgment Statement with respect to this Policy and the Annual Conflict of Interest and Disclosure Information Form attached thereto. Additionally, upon any developments or material change in circumstances, an Interested Person shall follow the procedure set forth immediately below.

b. Procedure for Addressing Conflict of Interest

i. Disclosure of Potential Conflict of Interest

For any Interested Person who has a Personal or Private Interest in any Transaction or any Interested Person who reasonably believes such an Interest exists in another person, the following shall apply:

1. If the Transaction is to be presented to or otherwise addressed by the Board, Commission or External Entity, as the case may be, for deliberation, authorization, approval, or ratification, the Interested Person must make a prompt, full, and frank disclosure of the Personal or Private Interest, either verbally or in writing, to the Board, Commission or External Entity, as the case may be, prior to its acting on such Transaction.
2. If the Interested Person is an Employee and the Transaction involves Academy operations, the Interested Person must make a prompt, full, and frank disclosure of the Personal or Private Interest, either verbally or in writing, to his or her Academy Senior Vice President, Division Director or Vice President, if applicable, otherwise, to the Academy's Executive Vice President or General Counsel, prior to any involvement in the Transaction.
3. The Interested Person must disclose the existence of his or her Personal or Private Interest and all material facts known to him or her about the Personal or Private Interest and potential Conflict of Interest.

ii. Procedures Required for Board or Commission Action When a Conflict of Interest Exists

1. When an Interested Person has a Personal or Private Interest in any Transaction presented to the Board or a Commission, the Board or Commission must follow the procedures below when acting on the related Transaction.
2. The Interested Person may make a presentation at the Board or Commission meeting, but after such presentation and discussion, the Interested Person must leave the meeting during the vote on the Transaction that results in the Conflict of Interest.
3. The Board or Commission may appoint, if appropriate, a disinterested person or committee to investigate alternatives to the proposed Transaction or other Conflict of Interest.
4. After exercising due diligence, the Board or Commission will determine whether the Academy cannot obtain a more advantageous Transaction with reasonable efforts under the circumstances, from a person or entity that would not give rise to a Conflict of Interest.

5. If a more advantageous Transaction is not reasonably attainable under circumstances that would not give rise to a Conflict of Interest, the Board or Commission shall determine by a majority vote of the disinterested members whether the Transaction is in the Academy's best interest and for its own benefit and whether the Transaction is fair and reasonable to the Academy and will make its decision as to whether to enter into the Transaction in conformity with such determination.
  6. The Board or Commission will further follow all conflicts of interest laws to the extent they apply.
- iii. Procedures Required for Academy Action When an Employee Conflict of Interest Exists
1. When an Interested Person is an Employee that has a Personal or Private Interest in any Transaction regarding Academy operations in which the Employee is involved, the Academy's Executive Vice President shall consider and make necessary and appropriate determinations with respect to such Interested Person and the reported Conflict of Interest.
  2. The EVP shall involve such Academy staff as appropriate, including the Interested Person as well as his or her Division Director and Vice President or Senior Vice President.
- c. Enforcement and Violation of the Policy
1. The Academy will provide all members of the Board and all Commissions with copies of the Acknowledgment Statements for all members of their respective entities; the Academy Human Resources Division shall maintain the Acknowledgment Statements for the Employees; and the Academy Journal Media Division shall maintain the Acknowledgment Statements for the Editors.
  2. If the Board or a Commission has reasonable cause to believe that an Interested Person has failed to disclose a Personal or Private Interest in connection with an actual or potential Conflict of Interest, it shall inform the Interested Person of the basis for such belief and afford the Interested Person an opportunity to explain the alleged failure to disclose.
  3. If, after hearing the response of the Interested Person and making such further investigation as may be warranted in the circumstances, the Board or a Commission determines that the Interested Person has in fact failed to disclose a Personal or Private Interest in connection with an actual or potential Conflict of Interest, it shall take appropriate disciplinary and corrective action as outlined herein.
- d. Disciplinary and Corrective Action
1. If the Board or a Commission determines that an Interested Person has failed to disclose a Personal or Private Interest in connection with an actual or potential Conflict of Interest, the Board or Commission may do one or more of the following:
    1. counsel the Interested Person regarding his or her obligations under this Policy;
    2. exclude the Interested Person from future discussions and voting on the matter at issue and any related matters; and/or
    3. take such other actions not inconsistent with the Academy Bylaws and as determined by the Board.
- e. Procedures for Adequate Record Keeping
- The minutes of the meetings of the Board and all Commissions must include:
1. The names of the persons who disclosed or otherwise were found to have a Personal or Private Interest in connection with an actual or potential Conflict of Interest, the nature of the Personal or Private Interest, any action taken to determine whether a Conflict of Interest was present, and the Board's or Commission's decision as to whether a Conflict of Interest in fact existed; and
  2. The names of the persons who were present for discussions and votes relating to the Transaction; the content of the discussions, including any alternatives to the proposed Transaction; and a record of any votes taken in connection therewith.

# CONFLICT OF INTEREST AND DISCLOSURE INFORMATION FORM

## Acknowledgment Statement

I acknowledge that I have received a copy of the Conflict of Interest Policy ("**Policy**") of the Louisiana Academy of Family Physicians ("**Academy**"), and that I have read, understand and agree to comply with the Policy.

In accordance with the Policy, I hereby disclose and make a matter of record the potential conflicts of interest set forth on the attached Annual Conflict of Interest and Disclosure Information Form. I understand that it is my duty to disclose any of the following with respect to myself, and to update this disclosure as circumstances warrant:

1. An ownership or investment interest in any entity (other than a 5% or less ownership in a publicly-traded corporation) with which the Academy has a Transaction;
2. A compensation arrangement with the Academy or with any entity or individual with which the Academy has a Transaction;
3. A position in a public office or institution, whether appointed, elected or employed, which will require participation in matters involving the Academy;
4. A position as an uncompensated consultant, officer, committee member or board member of any entity with which the Academy has a Transaction;
5. Any other interest which may compete with or conflict with the interests of the Academy (e.g., a leadership position in a chapter or other entity with respect to activities that may be competitive with those of the Academy); or
6. I become Aware that a member of my Family has a Personal or Private Interest.

Check this box to acknowledge the above statement.

Signature: \_\_\_\_\_

Date: \_\_\_\_\_

Print Name: \_\_\_\_\_