



## **VOLUNTEER DISCLOSURE AND CONFLICT OF INTEREST POLICIES & PROCEDURES**

*Modeled on AAPA policy on the same*

*Adopted January 2024*

### **General**

The Directors and OAPA volunteer leaders (collectively referred to as “Leaders”) of the Ohio Association of Physician Assistants (“OAPA”) have a fiduciary duty to act at all times in the best interest of OAPA. This fiduciary responsibility requires Leaders to avoid engaging in any real or potential conflict of interest or creating the perception of conflict of interest. In their capacity as Leaders, they must subordinate personal, business, third-party, and other interests to the interests of OAPA. Moreover, the Board of Directors (“BOD”) has an obligation to ensure that the organization is transparent and maintains an unbiased decision-making process.

All capitalized terms used herein shall have the meanings ascribed to them as defined in this Volunteer Disclosure and Conflict of Interest Policies and Procedures (“Policy”).

### **Purpose**

The purpose of this Policy is to inform Leaders about what constitutes a conflict of interest, assist them in identifying and disclosing actual and potential conflicts, help them to avoid conflicts of interest where necessary, and ensure that all deliberations and decisions of Leaders protect the interests of OAPA, particularly when a Leader contemplates entering into a transaction or arrangement that may directly or indirectly benefit the Leader (i.e., through business, family, or investment). A Leader may not use their position with respect to OAPA, or confidential information relating to OAPA to achieve a personal benefit or a benefit for a third party, including another nonprofit or charitable organization. This Policy is intended to supplement but not replace any applicable laws governing conflicts of interest in nonprofit and charitable organizations.

### **Definitions**

“Compensation” means any direct or indirect remuneration, including gifts or favors, given in exchange for a good, service or other activity.

“Director” means any member of the BOD.

“Family Member” means a current or former spouse, sibling, child, stepchild, grandchild, great-grandchild, or any similar person who plays a significant role in an individual’s life, even if non-legally or non-genetically related.

“Financial Interest” means an interest, directly or indirectly, through business, investment or a Family Member, in an existing or potential ownership or investment interest in any entity.

“Leaders” means any Director or volunteer leader of OAPA.

### **What is a Conflict of Interest?**

A conflict of interest arises when a Leader has some interest—which may be a Financial Interest or other interest—that may appear to be advanced, or may compete, with OAPA’s interests, or otherwise may appear to affect their objectivity or independence in fulfilling their duties to OAPA. Conflicts and related confidentiality issues come in various forms. Below are three common types of conflict/confidentiality issues. Guidance on managing these issues can be found under “Administering the Policy” below.

1. **Direct Conflict** - Where OAPA is considering a decision on a transaction or other arrangement in which the interests of a Leader could, in fact or in appearance, be advanced (directly or indirectly through an affiliate or Family Member) or when the Leader's interests could reasonably be viewed as affecting their objectivity or duty of loyalty to OAPA. Typically, this involves an existing or potential ownership or investment interest in, or compensation arrangements with, any entity whose business or operation has been or will be directly affected by a decision or action of OAPA.
2. **Informational Conflict** - Where OAPA information is provided to a Leader that could, in fact or in appearance, advance the interests of a Leader or potentially be used to harm OAPA.
3. **General Duty of Confidentiality** - Where confidential or proprietary OAPA information is shared with Leaders, Leaders have an obligation only to use the information for OAPA purposes and to refrain from disclosing it.

### **Duty to Disclose, Refrain from Influence, and Recuse**

In a robust business environment that relies on rigorous volunteer efforts, potential conflicts often arise. The fact that a potential conflict exists may not be problematic if it is identified, disclosed, and if appropriate, mitigated and managed. Disclosure and (if necessary) removal of the Leader with the conflict from the decision-making process is essential to managing conflicts of interest. When a Leader becomes aware of a previously undisclosed current or potential conflict, the Leader has a duty to immediately disclose the material facts concerning the conflict, in writing, to the appropriate person (See "Appendix A: Administering the Policy").

Any Leader who has a conflict shall:

- (a) refrain from using personal influence to encourage OAPA to enter into the transaction or other arrangement, or make any attempt to influence improperly the deliberation or voting on such transaction or other arrangement;
- (b) seek to be physically excused from participation in any discussions regarding the transaction or other arrangement with other Leaders, officers, and employees of OAPA and at meetings of the BOD or any applicable committee, except to respond to requests for information about the transaction or other arrangement; and
- (c) not participate in voting or other decision-making related to the transaction or arrangement.

### **Annual Disclosure Form**

Each Leader is required to annually complete and submit a Disclosure Form and Confidentiality Agreement (a "Disclosure Form") provided by OAPA, detailing any relevant Financial Interest, as well as paid and unpaid positions and relationships with third party organizations, and arrangements or relationships with OAPA and other Leaders. Leaders are also required to update the Disclosure Form if any material changes or additions to the submitted information arise during the course of the year or in a BOD or Committee meeting where a potential conflict arises.

On the Disclosure Form, the Leader must list the following:

- ownership of other proprietary interests, responsibilities, relationships, or other circumstances that may lead to an actual, potential, or perceived conflict of interest
- whether the Leader or any Family Member has personal or business relationships, activities, or interests which could potentially appear to the public as impairing their objectivity making decisions on OAPA matters; or
- whether the Leader or any Family Member receives compensation (not including expense reimbursement) or other material financial benefits from OAPA.

Each Leader is encouraged to disclose a relationship if there is any uncertainty as to whether it should be disclosed.

### **Evaluating Conflict of Interest**

When evaluating whether a particular transaction or relationship ("Covered Transaction") constitutes an actual, potential, or perceived conflict of interest, the reviewing body shall consider the following:

- Whether the Leader abuses their role for personal or third-party gain or pleasure (including, but not limited to, the solicitation or acceptance of non de minimis gifts or other items of value and indirect inducement to provide special treatment on organizational matters).
- Whether the Covered Transaction places self-interest, interest of one's company, organization, or another entity for which the individual serves in a leadership, employment, or ownership capacity, or the interest of any third party above the interests of OAPA.
- Whether engaging in the Covered Transaction is directly or indirectly materially adverse to OAPA.

- Whether the Leader is providing goods and services to OAPA as a paid vendor.

If the reviewing body determines that an actual, potential, or perceived conflict of interest arises from a Covered Transaction, the following policies shall apply:

- OAPA may enter into a Covered Transaction when the reviewing body determines that the transaction is fair and reasonable and in the best interests of OAPA. In making its determination, the reviewing body may consider factors such as:
  - a) market data on comparable transactions
  - b) alternative transactions that do not involve a conflict, and
  - c) whether the transaction may be subject to any federal or state laws that apply to such transactions.
- The reviewing body may determine that the individual Leader should resign/be removed from service to OAPA, because the actual, potential or perceived conflict of interest is such that it would prevent the Leader from being able to serve the best interests of the OAPA.

In determining how to deal with a conflict, potential conflict, or a confidentiality issue, the reviewing body may use the following principles as a guide:

- Direct Conflict - Where there is a direct conflict (e.g., OAPA is considering a transaction with a consulting company in which a Director or a Director's Family Member has a Financial Interest), the Leader with the conflict should recuse from any consideration of, or work regarding, the transaction, including documents, deliberation, and voting. If it is determined that the conflict is such that the Leader cannot continue with OAPA, they should resign or be removed from their service to the OAPA.
- Informational Conflict - Where information is provided or available to a Leader that could benefit the Leader or potentially harm OAPA (e.g. where a Leader has a Financial Interest in a consulting company and OAPA has decided to operate a program that would compete with the consulting company), the Leader with the conflict shall not have access to documents and discussions that could provide a material advantage. The Leader could still receive general updates on the matter in question, but nothing that could provide a material advantage to the Leader.
- General Confidentiality Requirement - Where information is provided to an OAPA Leader that would not necessarily benefit the outside interests of a Leader, there is still an obligation for the Leader to only use the information for OAPA purposes and to refrain from disclosing it. Leaders are required to certify their compliance with the general confidentiality requirement by executing the Disclosure Form in accordance with this Policy.

The reviewing body will accept testimony from the Leader and discuss options with the Leader, including a timeframe to take action and possible actions (see above: waive, recuse, resign/be removed).

## **Records of Proceedings**

The minutes of any meeting at which a committee or the BOD determines that an actual, potential, or perceived conflict of interest exists, where a Covered Transaction was approved, or where any mitigation or management of a conflict was determined, shall contain:

- The names of persons found to have an actual, potential, or perceived conflict of interest; the nature of the actual, potential, or perceived conflict; the actions taken to determine whether a conflict of interest was present; and the decision as to whether a conflict of interest, in fact, exists.
- The names of the persons who were present for discussions, any alternatives to the proposed transaction or arrangement that were considered, and the votes relating to the actual potential, or perceived conflict of interest. The BOD may enter into an Executive Session and record confidential actions in executive session meeting minutes.

## **Periodic Reviews**

The BOD shall periodically consider whether and how this Policy should be revised or amended to better meet the Policy's objectives in order to mitigate risk to both the organization and volunteers.

## Appendix A: Administering the Policy

The BOD is responsible for the OAPA Conflict of Interest and Disclosure Policies. All Leaders are subject to the Policy, including completion of the Disclosure Form included as part of this Policy.

The Executive Committee of the OAPA BOD will administer and monitor compliance with this policy for all Leaders. The Executive Committee, with the aid of legal counsel if needed, will make the initial determination of whether a particular transaction, relationship, or other arrangement may constitute an actual, potential, or perceived conflict of interest and will communicate its finding to the Leader in question.

### Current Board of Directors

- Directors will receive a copy of this Policy and shall complete the Disclosure Form at the beginning of each leadership year.
- Directors shall update their Disclosure Forms as soon as they are aware of any new potential conflict.
- BOD meeting agendas will include this statement:  
*“Members of the OAPA Board of Directors are reminded that OAPA maintains an official policy with respect to the disclosure of potential conflicts of interest, and related party transactions. If you are about to participate in a meeting where a conflict may apply, you should disclose the conflict to the chair of the meeting and ask the chair of the meeting whether you should recuse yourself or not participate in the discussion for its duration.”*

### Board of Directors Candidates

- Candidates for all elected Director positions will receive a copy of this Policy. Each candidate is responsible for completing the Disclosure Form prior to election.
- Successful write-in candidates are responsible for complying with this policy and shall submit a Disclosure Form immediately following their election.

### Other Leaders

- Other Leaders will receive a copy of this Policy and shall complete the Disclosure Form at the start of each leadership year, or prior to beginning service on behalf of OAPA if the appointment does not align with the leadership year.
- Leaders shall update their Disclosure Forms as soon as they are aware of any new potential conflict.

Conflicts disclosed by any of the above will be referred to the Executive Committee, which will report any significant findings to the BOD.

## Appendix B: OAPA Disclosure and Conflicts of Interest (COI) – Frequently Asked Questions

Disclosure is the act of making your relationships known, to mitigate the risk of perceived, potential, and real conflicts of interest to the organization.

Which OAPA volunteers are required to submit disclosure forms?

- All OAPA volunteer leaders – appointed and elected - are required to adhere to OAPA's Disclosure and Conflict of Interest Policies and Procedures.
- This includes submitting a disclosure form:
  - At the beginning of each leadership year (July 1); and
  - Updating the form when new relationships that could be perceived, potential, and/or real conflicts of interest arise throughout the year.

Why do I need to submit a disclosure form?

- Volunteer leaders have a fiduciary duty to act in the best interest of OAPA when serving in their official capacity, free from conflicts or competing interests.
- Proactively disclosing key relationships and affiliations allows any perceived, potential, or real conflicts of interest to be identified, mitigated, and resolved appropriately.
- OAPA's disclosure procedures are intended to support transparency in all OAPA business dealings for members and other stakeholders.

What should I disclose?

- Volunteers should disclose all relationships and affiliations that constitute, or may be reasonably perceived as constituting, a personal, professional, or financial interest with potential to conflict or compete with the interests of OAPA.
- Out of an abundance of caution, volunteers are asked to disclose the following relationships on their forms:
  - Current employer(s) (including paid, full-time, part-time, consultant, contract, etc.)
  - Membership and leadership roles in any other professional association or society.
  - Involvement with local, state, federal, and/or tribal government agencies or organizations, particularly those related to healthcare.
  - Volunteer positions and/or financial interests in healthcare-related organizations or health-care related roles, particularly those that might compete or do business with OAPA.
  - Family member affiliations and/or financial interests in healthcare-related organizations or health-care related roles, particularly those that might compete or do business with OAPA.
  - Affiliation and/or financial interest in any organization or entity known to do business with OAPA (i.e. vendors, suppliers, regulators, etc.)
  - Any compensation received from OAPA, such as honoraria, compensation for lost earnings, contract or consulting fees, etc.

Does disclosure automatically constitute a Conflict of Interest?

- No. Not all disclosed relationships constitute conflicts of interest and not all conflicts of interest will be obvious upon submitting the form. Volunteers are asked to be as comprehensive as possible when disclosing relationships to help ensure that OAPA can be proactive in identifying and mitigating perceived, potential, or real conflicts of interest.

How does OAPA define Conflicts of Interest?

- A conflict of interest arises when a volunteer has a financial or other interest, a relationship, or a fiduciary duty that may cause – or be perceived to cause -- divided loyalty between the volunteer's obligations to OAPA and their other interest(s).
- According to OAPA's policy, Conflicts of Interest tend to fall into one of three categories, Direct Conflict, Informational Conflict, or General Duty of Confidentiality. Review the policy for complete details.

How is a conflict of interest resolved?

- OAPA's process for evaluating potential conflicts of interest is outlined in the OAPA's Disclosure and Conflict of Interest Policies and Procedures. The OAPA Board of Directors, through its Executive Committee, is ultimately responsible for determining how to resolve a conflict.
- The OAPA Board will usually resolve conflicts in one of three ways:
  - Waive the actual, potential, or perceived conflict of interest as unlikely to affect the Leader's ability to act in the best interests of OAPA;
  - Determine that the volunteer should recuse themselves from any deliberations related to the specific transaction which gives rise to the actual, potential, or perceived conflict of interest; or

- Determine that the volunteer should resign or be removed from their volunteer position because the actual, potential, or perceived conflict of interest would prevent them from being able to serve in the best interests of OAPA. *PLEASE NOTE: It is very rare for conflicts to need to be resolved in this manner. In most cases simple recusal will suffice.*

If I hold more than one volunteer position, do I need to submit more than one form?

- No. Volunteers who serve in multiple roles may list their leadership roles on a single form.

Who should I ask if I am unsure about what relationships to disclose?

Contact [oapa@ohiopa.com](mailto:oapa@ohiopa.com) with questions about the disclosure form. As a general rule, when in doubt – disclose!