

AMERICAN MEDICAL DIRECTORS ASSOCIATION

**Board of Directors, Executive Committee, and other AMDA Leaders
Operating Policy and Disclosure Statements**

**DISCLOSURE OF BIAS OR POTENTIAL CONFLICTS OF INTEREST
AND RELATED PARTY TRANSACTIONS**

WHEREAS:

Securing Members who have a wide variety of professionally related experiences to serve on the Board of Directors, Executive Committee, AMDA committees and work groups, or as Editor of *Caring for the Ages* and Editor of the *Journal of the American Medical Directors Association* (hereafter referred to as “Leaders”) furthers AMDA’s interests by providing valuable perspectives on policy development, professional and AMDA issues, and providing various means to communicate AMDA policies, standards, and activities to different publics; and

AMDA recognizes that it would be unreasonable to expect its volunteer Members to give up other individual professional activities and financial interests while serving as Leaders; and

Such services must conform to certain legal and ethical principles which are fiduciary in nature and therefore require Members to act honestly, in good faith and in the best interests of AMDA; and

When such other professional activity and financial interests of a Member may diverge from the interests of AMDA, the Member should act in accordance with the AMDA policy governing the disclosure of bias and potential conflicts of interest; and

The concept of fiduciary duty is especially pertinent to “related party transactions”;

THEREFORE:

THE BOARD OF DIRECTORS RESOLVES, that the following policy be adopted for current and all future AMDA Leaders.

BIAS OR POTENTIAL CONFLICTS OF INTEREST

1. Members who serve as Leaders are expected to exercise their best judgment to further the interest of AMDA; this judgment must be exercised in light of their experiences, perspectives and expertise.
2. Annually, a Member serving as a Leader shall reveal any conflicts of interest in employment, professional activities, and financial interests to the Executive Director of AMDA on the attached AMDA Disclosure Statement. Members of the Board of Directors will review and update their Disclosure Statement prior to the annual and

interim meetings of the Board of Directors and/or Executive Committee. All other Leaders will make or review and update their Disclosure Statement annually.

3. If any questions arise as to whether a particular activity or organizational affiliation constitutes a conflict of interest for a Leader, the question shall be submitted to the Board of Directors for a decision. A majority vote of the Board of Directors shall decide such questions. However, if a Leader believes he/she may have a conflict of interest, he/she may excuse himself/herself from the discussion of a particular matter and/or the vote. In cases where the Board of Directors determines the conflict is a problem relative to continued service, the Leader shall take the action required under #9. If the Leader fails to take the action required under #9, the Board of Directors may remove the Leader from office as permitted in the AMDA By-laws.
4. If a Leader finds that he/she is in competition with the Association in any activity or business, or in any specific business proposal, the Leader must disclose this in a timely manner.
5. No Leader shall disclose to others or use for his/her own benefit, or the benefit of others, any information owned, possessed or used by the Association that is identified as “confidential,” except as authorized by the Association and for its benefit.
6. No Leader shall use their AMDA title for personal business or communications; including, emails, business letterhead, business cards, or business advertising or brochures. If not speaking on behalf of AMDA, the AMDA title shall not be used on slides, placards or advertisements. AMDA titles shall not be indicated on articles, publications or personal product endorsement, if not written for official AMDA purposes.
7. No Leader shall state that they are representing AMDA unless specifically requested to do so by AMDA or when conducting business for AMDA. When a member is asked to participate in any advisory board, speaker's bureau, symposium, or other commercial presentation, the member must ask him/herself whether participation is as an AMDA Leader or as an unrelated individual, and must act accordingly.
8. Any Leader having a potential conflict of interest on any matter should not vote or use his/her personal influence on the matter, and he/she should not be counted in determining the quorum for the meeting, even when permitted by law. The minutes of the meeting shall reflect that a disclosure was made, the abstention from voting, and quorum situation. By majority vote of the Board of Directors or the relevant committee, any individual with a potential conflict of interest may, in addition to being excluded from voting on the matter in question, be excluded from any participation in the matter and/or may be excluded from the meeting during consideration and voting upon the matter in question.
9. If a Leader is involved in activities or organizations that constitute an actual conflict of interest affecting his/her continued service as described under #3, he/she shall take prompt action to resolve the conflict by (a) terminating the conflicting activity or organizational affiliation; or (b) resigning from the AMDA Board of Directors, Executive Committee, or other leadership position.

10. The foregoing requirements should not be construed as preventing the Leader from briefly stating his/her position in the matter, nor from answering pertinent questions of Board Members, Executive Committee, or other committee since his/her knowledge may be helpful.

RELATED PARTY TRANSACTIONS

1. The AMDA Operating Policy for IRS Intermediate Sanctions Compliance will apply for the approval of all related party transactions. All related party transactions must be approved in advance by the Executive Committee of AMDA. Upon nomination for the AMDA Board of Directors and/or Executive Committee or other Leadership position and annually prior to the AMDA annual meeting, a Member serving on the Board of Directors or Executive Committee shall disclose all approved related party transactions to the Executive Director of AMDA on the attached AMDA Disclosure Statement. Members of the Board of Directors or Executive Committee will review and update their Disclosure Statement prior to each annual and interim meeting of the Board of Directors and/or Executive Committee. All other Leaders will review and update their Disclosure Statement annually. The Immediate Past President and Executive Director will review the Disclosure Statements prior to annual and interim meetings and identify any potential issues that should be addressed by the Board of Directors.

This policy will be provided annually to all AMDA Leaders. New Leaders will be advised of the policy upon taking office. This policy will be provided to any individual nominated to the AMDA Board of Directors or other committee.

The following statement will be communicated at the beginning of all meetings of the AMDA Board of Directors and committees:

It is my duty to remind you that the American Medical Directors Association maintains an official policy with respect to the disclosure of bias and potential conflicts of interest, and related party transactions. If you have a question about whether you should make such a disclosure and you are about to participate in a meeting where that conflict would apply, you should ask the Chair of the meeting whether you should absent yourself or not participate in the discussion for its duration.

The AMDA President and the Executive Director are authorized and directed to see that the foregoing policies are implemented.

American Medical Directors Association

**BIAS OR POTENTIAL CONFLICT OF INTEREST AND RELATED PARTY
TRANSACTIONS DISCLOSURE STATEMENT**

I have read and am familiar with the details of the American Medical Directors Association Board of Directors, Executive Committee, and Other AMDA Leaders Operating Policy Statement titled, "*Disclosure of Bias or Potential Conflicts of Interest and Related Party Transactions.*" I understand that disclosure is a continuing obligation of the AMDA Leaders. If there is a change in my employment, professional activities, or financial interests, which could bias my actions on behalf of AMDA or create a potential conflict of interest, or which constitute a related party transaction, I will make additional disclosures in accordance with Board policy.

1. Employment Relationships

Describe your current employment (including full time, part time) as well as consultant and independent contractor activities.

During the past twelve months, currently, and in the future twelve months as presently known by me, the following are my affiliations or interests that, considered in conjunction with my position or relation to AMDA, might constitute a conflict of interest or create a potential bias:

2. Professional Activities and Relationships

Describe your participation in, or affiliation with, any organizations or relationships. Then please place a check in front of any professional activities and relationships in which you are engaged that actually or potentially conflict with, or are adverse to, the mission and interests of AMDA or which may create a bias in your actions on behalf of AMDA. Use additional paper as needed to clarify activities.

Advisory board(s)/panel(s) of _____

- Focus group(s) for _____
- Research activity/project(s) funded by the pharmaceutical industry and/or foundations _____
- Business partner/contractor to or with AMDA _____
- Business partner/contractor to or with the AMDA Foundation _____
- Trainer or faculty member of _____
- Speaker or speaker's bureau participant for _____
- Publication project for _____
- Writer/author for _____
- Editorial board(s) for pharmacy and/or medical publications for _____
- _____
- _____
- Educational and/or research grants received on behalf of _____
- Medical educator/communicator for _____
- Honoraria received from _____ for _____
- Employment / advisor for state or federal agency _____
- Advisor / employment for other long term care provider associations
- _____
- Employment / advisor for other businesses providing services to long term care
- _____

3. Financial Interests.

Describe your known ownership of, or interests in, pharmaceutical, medical, long term care, or similar businesses, including any publicly traded stock, that conflict with, or are adverse to, the mission or interests of AMDA or which may create a bias in your actions on behalf of AMDA.

4. Related Party Transactions

Please identify any related party transactions with AMDA or the AMDA Research and Education Foundation for which you receive compensation.

AMDA

- Advisory board(s)/panel(s) _____
- Focus group(s) _____
- Research activity/project(s) _____
- Business partner/contractor _____
- Speaker _____

- Publication project _____
- Writer/author _____
- Editorial board(s) _____
- Educational and/or research grants received _____
- Honoraria received for _____
- Other (describe) _____

AMDA FOUNDATION

- Traineeship preceptor/faculty _____
- Advisory board(s)/panel(s) _____
- Focus group(s) _____
- Research activity/project(s) _____
- Business partner/contractor _____
- Speaker _____
- Publication project _____
- Writer/author _____
- Editorial board(s) _____
- Educational and/or research grants received _____
- Honoraria received for _____
- Other (describe) _____

PLEASE ATTACH A COPY OF YOUR CURRENT RESUME OR CURRICULUM VITA.

To the best of my knowledge the above declaration is complete.

Signature _____ Date _____

Name (print) _____

Reviewed: Date: _____ No change Signature _____

Reviewed: Date: _____ No change Signature _____

Reviewed: Date: _____ No change Signature _____

Reviewed: Date: _____ No change Signature _____

Reviewed: Date: _____ No change Signature _____

Reviewed: Date: _____ No change Signature _____

Reviewed: Date: _____ No change Signature _____

Reviewed: Date: _____ No change Signature _____

**DISCLOSURE OF BIAS OR POTENTIAL CONFLICTS OF INTEREST
AND RELATED PARTY TRANSACTIONS
APPENDIX A – GENERAL GUIDELINES**

Introduction

The American Medical Directors Association recognizes that its Officers, Board Members, and other Leaders are experts in their chosen fields and naturally participate in a variety of consulting and professional opportunities for compensation. The purpose of this document is to outline your responsibilities as AMDA Leaders for understanding what is *conflict of interest*, how it relates to your AMDA activities and that yearly notification of AMDA for all such activities is required.

Conflict of Interest

Summary

AMDA’s philosophy on conflict of interest is that none of its Leaders shall engage in any activities that place them in a conflict of interest between their official activities and any other interest or obligation. Recognizing the need for guidance in this area and in the related areas of ethical standards and codes of conduct, at the time of initial election and on a yearly basis, AMDA Leaders must submit the “AMDA Conflict of Interest Disclosure Form.”

Financial

You cannot, as an AMDA Leader have any unfair advantage or beneficial interest in a contract, sale, lease, purchase, or grant with AMDA that may be made by, through or occurs with any prior knowledge on your part. You may not accept directly or indirectly any compensation, gratuity, or reward from any other person who does have an unfair advantage or beneficial interest in a contract, sale, lease, purchase, or grant with AMDA.

AMDA recognizes the increasing and vital involvement its Leaders experience with commercial enterprise, and the increased potential for conflict of interest. AMDA’s perspective is not to inhibit your activities but rather to ensure compliance with applicable laws and regulations.

Sponsored Research and Technology Transfer

Because of the potential for conflict of interest in sponsored research, initial and yearly submission of the “AMDA Conflict of Interest Disclosure Form” is required, as above.

Outside Consulting

It is understood that AMDA Leaders do perform consultation and professional work for compensation. The AMDA “Disclosure Form” must therefore be completed annually to identify all such activities.

Honoraria

AMDA Leaders are encouraged to accept invitations by nonprofit organizations, colleges and universities, and governmental agencies to present guest lectures, deliver papers, serve on review panels and participate in accreditation activities. Honoraria still need to be reported annually on the “Disclosure Form” as above.

AMDA Facilities/Equipment/Resources

AMDA facilities/equipment/resources are NOT available for use for any activity outside of AMDA without prior written approval. This includes use of the AMDA Title or Insignia for non-AMDA activities.

Summary

Compensated activities are expected to occur outside of AMDA. They are acceptable if:

1. They do not result in you having a conflict of interest with AMDA;
2. You report, at initial election and annually on the “AMDA Conflict of Interest Disclosure Form,” all outside activities which could potentially represent conflict of interest with AMDA;
3. You avoid completely using AMDA facilities/equipment/resources for outside use.

Return to AMDA to the attention of the Executive Office Coordinator.