

APhA CONFLICT-OF-INTEREST POLICIES AND DISCLOSURE STATEMENT

(Revised June 2000/Revised September 2006/Revised January 2007/Revised September 2011)

1. No Trustee or committee member of the Association shall vote on any Association matter that will more than insignificantly affect, financially or otherwise, that individual or a member of that individual's family or the individual's employer. (For example, voting on establishing the rate of Association dues would be considered insignificant while voting on matters which will affect an organization of which the individual and his/her family owns at least 10% of the stock of the organization would be more than insignificant.)
2. No Trustee or committee member of the Association shall vote on any Association matter which will materially affect, financially or otherwise, any business competitor of the Association or any customer of the Association for which that individual acts or serves in the capacity of an employee, a stockholder, a director, a trustee, a consultant, an advisor, an owner, a partner, a committee member, or such other similar position.
3. Except as provided by the Association Bylaws or approved by the APhA Board of Trustees, the following individuals shall not be eligible to act or serve as a voting member of the APhA Board of Trustees:
 - (1) Full or part-time employees of
 - a) the Association,
 - b) any Association related or subsidiary entities or entities in which the
 - c) Association has an ownership interest,
 - d) any other national pharmacy organization or related foundation;
 - (2) Those holding elected or appointed governance positions for any other national pharmacy organization or related foundation;
 - (3) Consultants of the Association; and
 - (4) Spouses or domestic partners of:
 - a) any full or part-time employee of the Association,
 - b) any full or part time employee of any Association related or subsidiary, entities or entities in which the Association has an ownership interest,
 - c) any full or part time employee of any other national pharmacy, organization or related foundation,
 - d) those holding elected or appointed governance positions for any other national pharmacy organization or related foundation,
 - e) consultants of the Association;
 - (5) Individuals who have:
 - a) been convicted of a felony,
 - b) lost and not regained their pharmacist license for professional misconduct,
 - c) demonstrated an inability to manage conflicts of interest.

Individuals in Category (2) above must resign from their position with the other national pharmacy organization upon installation as an APhA Trustee.

For purposes of this policy the following definitions shall apply:

- (i) "related or subsidiary organization" shall mean any organization created by APhA or in which APhA has an ownership interest, including but not limited to the Board of

- Pharmaceutical Specialties (BPS), the American Pharmacists Association Foundation (APhA Foundation), and the Pharmacy Technician certification Board (PTCB);
- (ii) “national pharmacy organization” shall mean any pharmacy related organization that has a national membership or national scope of activities or includes in its name “American” or “National”; and
 - (iii) “consultant” shall mean any individual performing independent contractor services on behalf of APhA for a fee on any APhA project activity. This would not include fees for services in a governance role representing APhA such as a spokesperson for APhA or for honorarium earned as an APhA member for services to the Association such as conducting a continuing education program.

Any question of eligibility to serve as a voting member of the APhA Board of Trustees shall be determined by the APhA Executive Committee on behalf of the Board.

4. No Trustee or committee member during his/her term may represent himself/herself or any other party in negotiations or other dealings with the Association on any matter. This would include proposals, projects, employment opportunities and other related Association matters.
5. The APhA Board of Trustees must approve the employment by APhA as an employee or a consultant of any individual who has been actively involved in the governance of the Association within the preceding two (2) years.
6. No Trustee or committee member shall at any time disclose to others or use for that individual’s benefit or the benefit of others any confidential or proprietary information owned, possessed or used by the Association, except as authorized by the Association and for its benefit. Trustees and other elected officials shall at all times be mindful of the “Communications Guidelines for Elected and Appointed Representatives” contained in the *APhA Board of Trustees Policies and Procedures Manual*. A copy of this policy shall be provided to all newly elected and appointed representatives.
7. In the sole discretion of the Board of Trustees, any Trustee with an actual or potential conflict of interest may be excluded from any participation in the matter, from voting on the matter, or both, and may be asked to leave the meeting during deliberations and voting on the matter. Such Trustee may also be removed from office as prescribed in the APhA’s bylaws. In the sole discretion of the chairman of any committee, any committee person with an actual or potential conflict of interest may be excluded from any participation in the matter, from voting on the matter, or both, and may be asked to leave the meeting during deliberations and voting on the matter.
8. Every Trustee shall complete and sign following the Annual Meeting an annual disclosure statement developed by APhA’s General Counsel and approved by the APhA Board of Trustees. Every Academy leader who holds an elected or appointed governance position shall complete and sign following the Annual Meeting an annual disclosure statement developed by APhA’s General Counsel and approved by the APhA Board of Trustees. This disclosure statement must then be filed with the Association’s General Counsel, who will make a determination as to whether there are any potential conflicts of interest and, if appropriate, discuss the matter with the Trustee or committee member, and if General Counsel deems it necessary, other

appropriate individuals. These disclosure statements shall be kept confidential and electronically at General Counsel's place of business. In addition, all conflict of interest disclosure statements of Trustees and Academy leaders shall be posted to the APhA Board restricted website until the end of the next Annual Meeting.

General Counsel will compile a list of entities reported by Trustees on their Disclosure Forms without attribution to any Trustee. That list shall then be circulated to all Trustees for their review and comments as they may determine. All Trustees shall provide updates on information, as necessary, to General Counsel at each Board meeting.

9. In the event a Trustee perceives that he or she may be involved in activities or organizations which constitute either a real or apparent conflict of interest in terms of his or her continued service as a member of the Board of Trustees, he or she should take prompt action to resolve the conflict by: a) terminating the conflicting activity or organizational association; b) excusing him/herself from consideration or voting in any matter related to the conflict; or c) resigning from the Board of Trustees. If any question arises as to whether a particular activity or organizational association constitutes a conflict of interest for a Trustee or whether the Trustee has adequately addressed the issue, the question is submitted to the APhA Board of Trustees for resolution. The APhA Board of Trustees may take such action as it deems appropriate, including removal in accordance with the Association Bylaws (Article V, Section 8). All disclosures for conflict of interest will be handled in Executive Session.
10. Additionally, during the course of a meeting of the APhA Board of Trustees, any member of the Board of Trustees may request that any other member of the Board of Trustees absent him/herself from any portion of the meeting during which any issue pertaining to the individual's conduct, financial interest, or employment, as well as any real or apparent conflict of interest, will be the subject of discussion, and in the event of such a request, the Board of Trustees shall determine whether the member shall absent him/her self. If such discussion should result in any adverse comment or decision, the absent Trustee will be so advised and permitted an opportunity to present additional information in explanation or rebuttal.
11. A two-thirds (2/3) vote of the Board is required to decide all questions related to conflict-of-interest matters.