

American Thyroid Association (ATA)

ATA Conflict of Interest and Code of Conduct Policy

ATA Board of Directors

Individuals who become officers, directors, and "agents" of not-for-profit organizations are subject to the laws pertaining thereto, individually and collectively, and must conduct themselves in accord with these requirements.

All members of the ATA Board of Directors must review and sign the ATA's Code of Conduct and Conflict of Interest Statements.

Rules of Conduct:

1. Antitrust: The Sherman Act, the Robinson-Patman Act, the Clayton Act and the FTC Act are among the major federal antitrust laws prohibiting all contracts, combinations or conspiracies to restrain trade. Not-for-profit organizations which improperly deny or expel members, set standards, sponsor certification programs, endorse products or services or otherwise advantage or disadvantage individuals or organizations may find themselves in violation of antitrust laws. Even discussion of collective action, pricing or other issues that could lessen or increase competitive advantage can subject the association to litigation and fines.

Organization officers and directors must maintain control of meetings, at least to the degree that participants do not engage in conversation and/or activities which violate these laws.

2. Conflicts of Interest: State laws define this issue in different ways. However, all of these laws essentially prohibit individuals using their positions in not-for-profit organizations to advantage themselves of anyone other than "the membership." In other words, it must be the organization's purpose and the officer's and director's purposes to serve the "common good" of all or the majority of members, and they must not seek to advantage themselves or any minority at the expense of the majority.

Should Board of Directors members or any agents (committee member, staff, etc.) find themselves in a conflict of interest, they must announce/acknowledge their conflict and withdraw themselves from discussion of or voting on such issues.

Board of Directors members and staff shall remove themselves from circumstances that have the appearance of conflict of interest.

Board of Directors members and staff may seek exemption from this conflict of interest policy under certain specific circumstances by disclosure to the ATA Board of Directors.

Board of Directors members and staff who hold personal beliefs, values, or commitments that are contrary to the purposes of an organization are conflicted and shall declare their conflict.

3. Informed, Reasoned Decisions: All officers and directors shall make informed and reasoned decisions. Officers, directors, and staff shall be thoroughly informed, free of undue haste, actively involved in debate and deliberations, and aware of all related legal documents and implications before making decisions. They shall maintain documentation and require involvement of experts (e.g. accountants, lawyers, staff) whenever such perspective is required to make informed and reasoned decisions.
4. Supervision: Directors shall not manage the daily administrative affairs of the organization. However, Board of Directors members cannot completely delegate or avoid responsibility for conducting the business of the organization.

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Directors shall require access to and maintain a working knowledge of the affairs, policies and assets of organizations.

5. Confidentiality: Board of Directors activities and discussions shall be conducted in a manner that encourages and ensures confidentiality and trust. Board of Directors members who fail to be candid and/or maintain confidences may be removed from the Board of Directors.

Board of Directors members and staff shall not regularly engage in discussions that must be kept from the members and/or other interested parties. Discussion of member applicants, staff compensation, and other sensitive matters shall be held confidential. Individuals presiding over Board of Directors, committee and other meetings shall avoid regular discussion of "confidential" issues.

American Thyroid Association (ATA) Board of Directors Code of Conduct Statement

Each member of the ATA Board of Directors confirms that they will:

- listen carefully to fellow Board members;
- carefully consider and respect the opinions of fellow Board members;
- respect and support all majority decisions of the Board of Directors;
- recognize that all authority is vested in the Board of Directors;
- keep well-informed of developments relevant to issues that may come before the Board of Directors;
- participate actively in Board meetings and actions and not discuss elsewhere issues unwilling to discuss in Board meetings;
- bring to the attention of the Board any issues believed to have a significant effect on our organization or those served;
- attempt to interpret the needs of all those served to the ATA Board of Directors;
- refer complaints directly to the proper level on the chain of command;
- recognize the job of the Board is to ensure that the organization is well-managed, not necessarily to manage the organization;
- represent all those whom this organization serves and not a particular geographic area or interest group;
- consider oneself to be a "trustee" of the organization and act to ensure that it is well-maintained, financially secure, and always operating in accord with stated objectives and in the best interests of those we serve;
- always work to learn how to do the job better; and
- acknowledge conflicts of interest between my personal and professional life and my position on the Board of Directors, and abstain from voting or attempting to influence issues in which I am conflicted.

Each member of the ATA Board of Directors confirms that they will **not**:

- be disrespectful of fellow Board members or their opinions, in or out of the Board of Directors room;
- use the organization or my position for my personal advantage or that of my friends, relatives or associates;
- discuss the confidential proceedings of the Board of Directors outside the Board room;

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- promise how I will vote on any issue before hearing the discussion and becoming fully informed;
- interfere with the duties of staff or undermine the authority of our chief staff executive to perform his/her duties; and
- speak for or in behalf of the organization unless specifically authorized to do so.

ATA Financial Disclosure & Conflict of Interest Policy

Statement of Policy

No Board of Directors member shall use his or her position, or the knowledge gained there from, in such a manner that a conflict between the interest of the ATA or any of its affiliates and his or her personal interests arises.

Each Board of Directors member has a duty to place the interest of the ATA foremost in any dealings with the organization and has a continuing responsibility to comply with the requirements of this policy.

Board of Directors or committee members may not obtain for themselves, their relatives, or their friends a material interest of any kind from their association with the ATA.

If a Board of Directors member has an interest in a proposed transaction with the ATA in the form of a significant personal financial interest in the transaction or in any organization involved in the transaction or holds a position as trustee, director, or officer in any such organization, he or she must make full disclosure of such interest before any discussion or negotiation of such transaction.

Any Board of Directors or committee member who is aware of a potential conflict of interest with respect to any matter coming before the Board of Directors or committee shall not be present for any discussion of or vote in connection with the matter.

Financial Disclosure & Conflict of Interest Standards

Board of Directors members of the ATA shall submit annual Conflict-of-interest Statements and, if not previously disclosed, shall make disclosure before any relevant Board of Directors or committee action.

Conflict-of-interest Statements shall be reviewed by the Secretary, who will attempt to resolve any actual or potential conflict(s) and, in the absence of resolution, refer the matter to the ATA Board of Directors.

The statement will describe all of your relationships with companies that make products relevant to the decisions and discussions you engage in as a Director or officer on the American Thyroid Association Board of Directors, specifying the type of relationship (e.g., consulting, paid speaking, grant support, equity, and patents) that you have with each company.

When uncertainty exists about the existence of conflict or about the perception of conflict of interest, the Officer or Director should bring the matter to the attention of the Board of Directors (or to a committee of senior members appointed annually for this purpose, by the President).

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ATA Financial Disclosure Form

Each ATA leader is required to complete this form. The interest extends to those areas relevant to decisions that, broadly viewed, could be construed as constituting a conflict of interest or the appearance thereof. The information will be used only in paraphrase to write disclosure statements. **If nothing to disclose, please so indicate.**

PLEASE REVIEW CAREFULLY and COMPLETE EACH SECTION

- I.** Do you, your spouse or legally recognized domestic partner, or dependent children currently (within the past 12 months) have a financial interest* with any commercial interests**? YES NO
- II.** I have the following financial interests*, arrangements, or affiliations with the following commercial interests** (please check in appropriate box if relationship is relevant*** to your participation in this activity; if additional space is needed, please attach):

Commercial Interest(s)	Nature of Financial Relationship					Is this relationship relevant?
	Grant/Research Support	Consultant	Major Stockholder	Speakers Bureau	Other (Be Specific)	
1.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	YES <input type="checkbox"/> NO <input type="checkbox"/>
2.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	YES <input type="checkbox"/> NO <input type="checkbox"/>
3.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	YES <input type="checkbox"/> NO <input type="checkbox"/>
4.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	YES <input type="checkbox"/> NO <input type="checkbox"/>
5.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	YES <input type="checkbox"/> NO <input type="checkbox"/>
6.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	YES <input type="checkbox"/> NO <input type="checkbox"/>
7.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	YES <input type="checkbox"/> NO <input type="checkbox"/>
8.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	YES <input type="checkbox"/> NO <input type="checkbox"/>

Financial Relationships are those relationships in which the individual benefits by receiving a salary, royalty, intellectual property rights, consulting fee, honoraria, ownership interest (e.g. stocks, stock options or other ownership interest, excluding diversified mutual funds), or other financial benefit. Financial benefits are usually associated with roles such as employment, management position, independent contractor (including contracted research), consulting, speaking and teaching, membership on advisory committees or review panels, board membership, and other activities from which remuneration is received, or expected.

** A **Commercial Interest** is any proprietary entity producing health care goods and services with the exception of non-profit or government organizations and non-health care related companies.

*** **Relevant Financial Relationships.** The ACCME defines “‘relevant’ financial relationships” as financial relationships in any amount occurring within the past 12 months that create a conflict of interest. This includes any relationship that could be potentially perceived as a conflict of interest.

**** **Other** includes patents and/or royalties, serving as an expert witness, or other activities for a commercial sponsor.

III. I attest that I am **not** receiving direct payments from a commercial entity with respect to this activity.

Signature _____ Date _____ Email _____