



Conflict of Interest Disclosure and Dissociation Policy for Executive Board Members and Executive Staff

(approved at the July 20, 2013 Board of Directors Meeting)

In order for AAGL to further the educational, scientific and charitable purposes for which it was organized, and to maintain the reputation in which it is held by the public and the medical profession, it is important that AAGL decisions and actions not be influenced unduly by any special interests of individual members. The AAGL depends upon its members to shape its policies and the actions of those members in shaping such policies must not be inappropriately affected by outside influences. Therefore, it has always been, and continues to be, important to identify actual or potential conflicts of interest which might improperly affect AAGL activities and decisions. As the professional and business settings and relationships in which AAGL members play significant roles become increasingly varied and complex, informal means of identifying actual or potential conflicts of interest become increasingly inadequate. Accordingly, the Board of Directors has adopted this more formal system for the disclosure, evaluation and management of conflicts of interest.

Definition

Conflict of interest is defined as follows:

A conflict of interest is defined as an interest held by a member or a business associate or an immediate family member that could influence the member or be perceived as influencing the member to act contrary to the interests of the AAGL and for the member's own personal benefit or for the benefit of an immediate family member or business associate. For purposes of this policy an immediate family member is defined as a member's spouse, children, parents, siblings and brothers and sisters-in-law.

Duty to Disclose Conflicting Interests

Each Executive Committee member, senior administrative staff members, and others holding leadership positions at the AAGL, shall disclose all actual or potential conflicts of interest which he or she may identify during the course of his or her service to AAGL. Sources of possible conflicting interests which must be disclosed include, but are not limited to, the following:

- a. Interests that may affect economic transactions to which AAGL is or may be a direct party. Ownership by an AAGL officer of a financial interest in a company from which the AAGL makes purchases of goods or services is an example.

- b. Interests that might cause a representative of AAGL to abuse a position in order to achieve objectives which are inconsistent with the purpose of AAGL. An equity interest held by a Course Chair of AAGL in a company that puts on training courses for AAGL members is an example.
- c. Affiliations, including officer, director, committee and consulting positions, with organizations which have conflicting or dual goals or have competing business and professional interests or activities. Examples would include participation on the board of a medical specialty society that conducts competing professional activities or comparable educational programs; serving as a consultant to a company whose products are purchased by AAGL members; or serving in an officer or director position in another organization whose membership is comprised principally of physicians whose interests may conflict with those of the AAGL.
- d. Receipt of pharmaceutical industry grants, including contracted research, by the member or the member's practice group or academic department.
- e. Other personal relationships, activities or interests that may impair an individual's objectivity or may inappropriately influence the individual's decisions or actions in AAGL matters.

The foregoing examples are illustrative and should not be considered the only ones which might give rise to a conflict of interest. If in doubt, one should err on the side of full disclosure in order to permit an objective and impartial determination of the possible conflict.

Grandfather Clause

The effective implementation date of this policy is **July 20, 2013**. This date is also used for grandfathering* of the Executive Committee members.

* The grandfather clause is used as a way to grant exemptions to all those who were part of the organization before the new policy went into effect.

Disclosure Statement

Each Executive Committee member and senior administrative staff member will be required to electronically sign and submit to the Professional Development Manager of the AAGL annual disclosure statements. The Board may from time to time amend the content and form of the statement.

Dissociation

The President, Vice President, Secretary Treasurer, Immediate Past President, Executive Vice President/Medical Director and the Executive Director, in addition to being required to disclose all actual or potential conflicts of interest may not during their terms of office hold an officer, director, managerial, employment or any other position, whether or not compensated, with any health-related business concern defined as a for-profit entity that produces, markets, or distributes drugs, devices or services used by members of the AAGL in the treatment of patients ("health-related business concern"). They may not individually receive, salaries, consulting fees, honorarium for advisory boards, royalties or any other form of compensation from a health-related business concern during their terms of office. Such individuals may not during their terms participate as spokespersons for any such health-related business concern through an industry speakers bureau, advisory board, or otherwise and may not

present at educational programs sponsored, funded, managed or directed by such a health-related business concern. Individuals involved in editorial positions are acceptable. Research or training grants by health-related business concerns to academic and private institutions with which the individual who is holding the positions of President, Vice President, Secretary Treasurer, Immediate Past President, Executive Vice President/Medical Director and the Executive Director are affiliated are not prohibited but must be disclosed.

Resolving Conflicts

The Executive Vice President/Medical Director and the Executive Director of AAGL shall review the conflict of interest disclosure statements in order to be alert to potential conflicts and to resolve conflicts wherever possible in advance of meetings of the AAGL's Board and Executive Committee.

When any matter comes before the Board or Executive Committee of the AAGL that has the potential to create a conflict for a member, the affected member shall make known the potential conflict, whether or not disclosed by his or her written disclosure statement. Disclosure should be made as soon as practicable after receipt of the agenda for the meeting. To ensure appropriate disclosure, a summary of the information disclosed by each Board or Executive Committee member with specific financial data redacted will be provided to the Board or Executive Committee at the beginning of each meeting.

Should a conflict or conflicts be disclosed concerning a member that affect or relate to any matter on the agenda of the Board or Executive Committee meeting, the President may request the member to take one of the following steps:

1. remain in the room, participating fully in the discussion involving the conflict but not vote;
2. remain in the room while the matter is being discussed but not speak or vote;
3. provide his or her opinion and leave the room while the matter is discussed and voted upon;
4. remain out of the room while the matter is being discussed and voted upon.

The President may also make other determinations related to the matter, including insulating the member from documents that might be related.

If the member disagrees with the ruling of the President or does not agree that a conflict exists, the member will not participate in the discussion forming the basis for the conflict and the matter will be referred to the Conflict of Interest Committee, consisting of the Executive Vice President/Medical Director, Executive Director and Professional Education Manager.

If the conflict of interest affects the President, the President-Elect is empowered to act and to request that the President excuse himself or herself. The same procedures as outlined above will be followed if the President disagrees with the ruling of the President-Elect. For the duration of the discussion and action on the matter, the President-Elect shall preside.

The minutes of the meeting shall reflect the disclosure of the potential conflict and any actions taken in response to the disclosure.

Conclusion

Because proper disclosure by each individual AAGL leader is essential, it is important to approach with the proper perspective the question of what types of circumstances call for disclosure. The purpose of this policy is not to discourage all involvement by AAGL members in outside activities which might

produce actual or potential conflicts with interests of the AAGL. Rather this Policy is designed to establish a fair and transparent framework for members of the AAGL who have actual or potential conflicts of interest to continue to participate as appropriate in AAGL activities as valued members of the association. Common sense should guide all decisions about what to disclose. One reasonable test is whether a particular interest or relationship, if disclosed to the full membership of the AAGL would be likely to cause embarrassment for the AAGL and/or the individual involved or evoke suspicion about the motives behind any AAGL action.