



Conflict of Interest Avoidance and Disclosure Loyalty and Confidentiality/Nondisclosure

It is the obligation of all employees, officers, volunteers, representatives, and members of the Executive Board ("Board Members") of the National Association of Pediatric Nurse Practitioners ("NAPNAP" or "the Organization") (collectively, "NAPNAP Representatives"), when acting on behalf of the Organization, to comply with all applicable federal, state, and foreign laws, to uphold the principles and purposes of the Organization, and to comport themselves in accordance with the highest standards of ethical business conduct.

Preamble

The purpose of this policy is to ensure that decisions about NAPNAP's operations and the use or disposition of NAPNAP's resources are made solely on the basis of the benefits to the Organization and its members and are not influenced by the possibility of private gain or other personal benefit accruing to the Persons subject to this policy who take part in decision-making for the Organization. In addition to actual and potential conflicts of interest, all Persons shall avoid taking actions that could be perceived or interpreted as being in conflict with the Organization's interest.

Conflicts of interest may occur when the Organization or Persons enter into transactions or otherwise deal with either nonprofit organizations or for-profit enterprises. To avoid actual, potential, or even the appearance of, conflicts of interests, Persons subject to the policy must disclose any connection or relationship with organizations or enterprises that do or desire to do business with the Organization, or those that represent or provide services to nurse practitioners, and, to the extent determined by the Organization's Executive Board, refrain from participating in decisions affecting transactions or opportunities between the Organization and these other organizations or enterprises. The mere existence of a connection or relationship shall not prevent a transaction from taking place, however, so long as: (i) the relationship is disclosed; (ii) disinterested individuals make the necessary decisions; and (iii) the terms of the transaction are fair and reasonably comparable to those available in other transactions or opportunities where the parties are entirely independent of one another.

Conflict of Interest Avoidance and Disclosure Policy

Employees and NAPNAP Representatives have a duty to be free from the influence of any conflicting interest when they represent the Organization or make recommendations with respect to dealings with third parties. They are expected to deal with suppliers, members, member companies, other professional associations and organizations and all others doing business with the Organization on the *sole* basis of what is in the best interest of the

Organization without favor or preference to the third party, nor personal considerations. In particular:



1. Absent full disclosure to and approval by the Executive Board, no Person may be involved in or approve a NAPNAP transaction in which the Person has, or had in the past two years, a direct or indirect financial or personal interest. Persons who deal with parties doing or seeking to do business with the Organization – or who make recommendations with respect to such dealings or pass judgment upon them -- shall not own any direct or indirect interest in or have any personal agreement or understanding with such third parties that might tend to influence the decision of the Person with respect to the business of the Organization, unless expressly authorized in writing by the Executive Board after the interest, agreement, or understanding has been disclosed and considered.
2. No Person shall seek or accept, directly or indirectly, any personal payments, loans or services, excessive entertainment, travel or gifts of more than nominal value from any individual or business concern doing or seeking to do business with the Organization. This provision shall not apply, however, to prevent Persons from accepting or making use of hotel rooms or entertainment provided by a hotel on a complimentary or upgraded basis in connection with an Organization conference or seminar where such room or entertainment is part of the negotiations for the overall contract with the hotel or conference facility. Such use facilitates the conduct of Organization business and thereby inures to the benefit of the Organization.
3. No Person shall do business with a family member on behalf of the Organization unless expressly authorized by the Executive Board in writing after the relationship has been disclosed and considered.
4. No Person shall serve on the Board of Directors or its equivalent of any organization competitive with the Organization, as determined by the Executive Board, without the prior consent of the Executive Board.

Corrective Action

With respect to all employees except the senior staff executive, the senior staff executive of NAPNAP has the ultimate authority to determine what remedial steps should be taken in situations involving an actual or potential conflict of interest, or confidentiality, or copyright violation. In the event the senior staff executive position is vacant, the acting senior staff executive shall hold this authority.

With respect to the senior staff executive, the Board President and the Director of Finance and Administration have the ultimate authority to determine what remedial steps should be taken in situations involving actual or potential conflicts of interest, confidentiality, or copyright violations.

With respect to volunteers, representatives, Officers, and Executive Board Members, the senior staff executive and Board President have the authority to determine what disclosures constitute a potential conflict. All potential conflicts will be presented to Executive Board.



With respect to the potential conflicts presented to the Executive Board by the senior staff executive and Board President, the Executive Board has the ultimate authority to determine what remedial steps should be taken in situations involving actual or potential conflicts of interest, confidentiality or copyright violation.

Determining Whether a Conflict of Interest Exists:

- A. For Executive Board Members: After disclosure of the possible conflict, and after any discussion with the interested person, an Executive Board member shall leave the board meeting while the determination of a conflict of interest is discussed and voted upon. The remaining members of the Executive Board shall decide if a conflict of interest exists. The Executive Board shall determine by a majority vote of the disinterested members whether a conflict of interest exists. While a person may disagree with the outcome adopted by a majority of the Executive Board, the person should support said policy or action as being the considered judgment of the Executive Board.

For NAPNAP Staff: After disclosure of the possible conflict, and after any discussion with the interested person, the senior staff executive shall determine if a conflict of interest exists related to the position/responsibility to which that the Person has been appointed.

- B. For Senior Staff Executive: After disclosure, the President shall present the potential conflict of interest to the Executive Board. The Executive Board shall determine by a majority vote of the disinterested members whether a conflict of interest exists. While a person may disagree with the outcome adopted by a majority of the Executive Board, the person should support said policy or action as being the considered judgment of the Executive Board.

Violations of the Conflicts of Interest Policy:

- A. If the Executive Board/senior staff executive has reasonable cause to believe that a person has failed to disclose an actual or potential conflict of interest, it shall inform the person of the basis for such belief and afford the person an opportunity to explain the alleged failure to disclose.
- B. If, after hearing the response of the person and making such further investigation as may be warranted in the circumstances, the Executive Board/senior staff executive determines that the person has in fact failed to disclose an actual or potential conflict of interest, appropriate disciplinary and corrective action shall be taken.

Loyalty and Confidentiality

Consistent with law and recognized practice of non-profit organizations, NAPNAP Officers, directors, volunteers, representatives, and employees are obligated to respect their duties of loyalty and confidentiality. In the course of their work, they may become aware of confidential or proprietary information of NAPNAP. This may relate to matters such as, but not limited to, NAPNAP finances, legal matters, businesses, programs or plans, publications, employee matters, relations



with other organizations, membership lists or sponsor lists. Persons may use such information only in order to perform their NAPNAP roles. They may not, during or after performing their roles within NAPNAP, use that information for their own advantage, or disclose it to others without the explicit written authorization of NAPNAP. In addition, unless there is a written agreement to the contrary, all reports or material written for NAPNAP are and shall remain the sole property of NAPNAP.

Related Policies

- 1. *Signature required:*** Executive Board; all staff; committee chairs, co-chairs and members; leaders of chapters and special interest groups; speakers and presenters; and members of workgroups/task forces are to sign a new Conflict of Interest Compliance Certificate for Members of the Executive Board and Staff or Conflict of Interest – Volunteers (COI-V) compliance certificate annually, or as otherwise needed for short-term assignments. Executive Board and all staff must file a supplemental compliance certificate whenever a conflict of interest arises.
- 2. *Duty to Disclose:*** In connection with any actual or potential conflict of interest, the interested person must disclose the existence of the conflict associated with the organization to the Executive Board. All actual or potential activity from the past two years should be considered. Any changes to a previously signed COI-EBS/COI-V compliance certificate during the term of the appointment must be identified by the volunteer. Disclosure changes should be directed to the senior staff executive at the NAPNAP national office.