



## **SECTION ON WOMEN'S HEALTH**

### **CODE OF CONDUCT, CONFLICT OF INTEREST**

### **AND DISCLOSURE POLICY**

The Section on Women's Health-American Physical Therapy Association (SOWH) is committed to conducting all of its activities in accordance with the highest ethical standards. The Board of Directors (Board) has adopted this Code of Conduct, Conflict of Interest and Disclosure Policy to implement that commitment and to provide guidance to the Board.

## **CODE OF CONDUCT**

### **1. Core elements of Board function**

#### **A. Fiduciary responsibilities**

- 1) Each Board member serves as a fiduciary of the Association's resources and is accountable to the members for prudent oversight of the Association's financial and business affairs.
- 2) Each Board member ensures that the financial affairs of the Association are conducted in a responsible and transparent manner.
- 3) Each Board member understands non-profit accounting principles and reads the Association's financial reports, committee reports and other documents pertaining to the operations of the Association.
- 4) Each Board member actively engages in decisions relating to the allocation of resources and monitoring of financial performance.

#### **B. Legal/ethical responsibilities**

- 1) Each Board member will at all times comply with all applicable federal, state, and local laws, rules and regulations.
- 2) Each Board member shall use their best efforts at all times to make reasonable decisions that are consistent with the Association's Articles of Incorporation, Bylaws of the Section on Women's Health, and other governing documents.
- 3) Each Board member will engage in honest and ethical conduct, including the ethical handling of actual or perceived conflicts between their personal or professional interests and the interests of the Association.

### **2. Effective Board Participation**

#### **A. Diligence**

- 1) Each Board member will conduct the affairs of the Association in good faith and with honesty, integrity and due diligence.
- 2) Each Board member must devote the time and resources necessary to prepare for and participate in all Board activities.
- 3) Each Board member shall be informed, actively participate in Board discussions, regularly attend Board meetings and be responsible for setting the Association's strategic direction.
- 4) Each Board member shall be informed about the needs and opinions of the Association's membership and should ask any questions necessary to be fully informed about the issues being addressed by the Board before making decisions.
- 5) Each Board member shall give open and fair consideration to diverse and opposing viewpoints.
- 6) Each Board member shall exercise independent judgment and not hesitate to express dissenting opinions in an appropriate manner during Board deliberations.

#### **B. Respectful interaction**

- 1) Each Board member shall conduct themselves in a professional, courteous, respectful and business-like manner.
- 2) Each Board member shall foster an environment of respect, cooperation and collegiality.

- 3) Each Board member shall demonstrate active listening while other members of the Board express their views.
- 4) No Board member may undermine, sabotage or falsely impugn another Board member.
- 5) Each Board member shall treat Section on Women's Health staff, members and related partners courteously and professionally.
- 6) Each Board member shall refrain from publicly advocating for one candidate over another in any SOWH election.

### **3. External Board functions**

#### **A. Confidentiality**

- 1) Each Board member shall maintain confidentiality of all legal, contractual, personnel, and similar confidential and nonpublic information entrusted to them or acquired during their service on the Board.
- 2) Each Board member will keep Board deliberations confidential, and speak only about adopted Board policy and its rationale, options that were considered, and whether or not the vote was unanimous except as addressed herein in Principle 3., A., 5).
- 3) No Board member may discuss or disclose the votes of the Board or of individual Board members (including his/her own) unless the Board has made these votes public.
- 4) No Board member may disclose anything about Board actions if the Board has determined to defer announcement of that action or to control the dissemination of that information.
- 5) No Board member may disclose matters addressed in executive session to anyone not entitled to participate therein.

#### **B. Leadership/role model**

- 1) Each Board member sets the tone for Association members and volunteers by acting as a leader and serving as an example of dedication, dignity, enthusiasm, integrity and professional conduct.
- 2) Each Board member is dedicated to representing the interests and ideals of the physical therapy profession.

#### **C. Scope of influence**

- 1) A Board member may not act in an official capacity or speak publicly on behalf of the Association unless empowered to do so under the Bylaws, or as specifically empowered by the Board.
- 2) Each Board member shall support and positively characterize the positions and decisions of the Board to ensure that the Board is speaking with one voice.
- 3) Each Board member shall adhere to decisions legitimately taken in the transaction of the Association's business.
- 4) No board member shall intrude on administrative issues that are the responsibility of management. Any concerns about staff member's performance or conduct should be addressed directly with the CEO and/or President.
- 5) No Board member may have a supervisory or direct reporting relationship with another.
- 6) No Board member may serve on the Board concurrently with an immediate family member, partner or significant other in a committed relationship.
- 7) No board member may serve on the board concurrently with a colleague with whom they are in an official business partnership such as co-ownership. This does not apply to company-vendor business partnerships.
- 8) Board members should cautiously consider the impact of participating in any activities in the components of which they are a member.
- 9) No Board member acting in a role outside of their responsibilities shall direct staff actions.

### **4. Definition of Fiduciary Duties** - compliance is expected (and for sake of Section, state law of IL says board members must comply)

- A.** Duty of Care - doing due diligence. Performing inquiry / analysis. Best attempt to do "right" even if wrong decision is made in the end
- B.** Duty of Loyalty - duty to serve the organization. Must put organization first when serving the organization
- C.** Duty of Obedience - duty to the mission of the organization.

## CONFLICT OF INTEREST

1. All volunteers, inclusive of Board members have a fiduciary duty to conduct themselves without conflict to the interests of Section on Women's Health. In their capacity as volunteers of the Section on Women's Health, they must subordinate personal, business, third-party, and other interests to the best interests of the Section on Women's Health.
2. A conflict is a transaction or relationship that presents or may present a conflict between a Board member's obligation to Section on Women's Health and the Board member's personal, business or other interests.
3. Board members shall not:
  - A. Use or attempt to use their official positions and titles to secure special privileges, exemptions or personal profit.
  - B. Allow other employment or interests to impair their independence of judgment in the performance of their duties as a Board member.
  - C. Allow other employment or interests to interfere with the ethical performance of their duties.
  - D. Enter into a contract or do business on behalf of the Section on Women's Health without the contract first being vetted by AMG followed by gaining full Board approval.
  - E. Accept gifts or compensation or professional opportunities from any source if such acceptance influences or could be perceived by others as influencing their Board duties. A Board member may accept occasional non-cash gifts that are consistent with customary business practice and are not excessive in value and could not reasonably be construed as a bribe or kickback.
4. **All conflicts of interest are not necessarily prohibited or harmful to the Section on Women's Health.** However, full disclosure of all actual or potential conflicts is required, and the Board will discuss the conflict and vote whether the conflict requires further action such as recusal from a vote, discussion, or meeting room.
  - A. Definitions & Examples of Conflict of Interest (COI)-
    - 1) True COI: There is a true conflict, for example, you work for Pepsi but want to be on Coke's board.
    - 2) Perceived COI: A less obvious but potential conflict that still may be an issue. For example, you have a sister who owns a company that makes PT equipment.
    - 3) Both of these types of COI should be disclosed

## PROCEDURES

1. A copy of this Policy shall be given to candidates running for an elected position and all appointed committee chairs.
2. The Section on Women's Health shall annually distribute this Policy to all elected Board members.
3. Board members shall read the Policy and submit the Disclosure Statement to the Section on Women's Health within the requested time frame. At any time, Board members may update their Disclosure Statement by submitting a copy to the Section on Women's Health for distribution.
4. The Disclosure Statement for each Board member shall be made available to all Board members for their review. Each Board member shall treat the Disclosure Statements confidentially.
5. If a Board member has concerns about a situation, behavior, or relationships of another Board member related to the Code of Conduct/Conflict of Interest Policy, the following process shall be used:
  - A. A Code of Conduct Board Work Group (CCWG) will be comprised of the members of the Executive Board. The CCWG will not become engaged in any question one Board member has about another Board member's situation until that Board member has had a direct conversation with the Board member whose situation or behavior may be in question. These matters should be handled between individual Board members wherever possible.

**B.** If, after such an interchange occurs, there is no resolution, the Board member who has raised concerns, and the Board member about whom a question has been raised should reach out jointly to the CCWG. If 1 Board member involved refuses to initiate contact with the CCWG, despite a lack of resolution, the other Board member should ask for consultation with the CCWG. Should one or more members of the CCWG be involved in the conflict, these members will not participate in the review process.

**C.** After the consultation and peer review process through the CCWG has occurred, the CCWG shall report the issues, the interpretations of the policies, and conclusions about how they apply to the situation in question to the Section on Women's Health President and to the 2 Board members involved in the remediation. If there is acceptance of the conclusions about the interpretation and application of policy, and no further action is needed by the Board member in question, the matter is considered closed. If there is an agreement that some remedial action is needed, and the Board member agrees to take such action, the matter shall be closed when such action is taken.

**D.** If, after this process, there is not acceptance of the interpretation and application of policy, the CCWG shall refer the matter to the full Board for review.

**E.** In the event that a concern is raised about a member of the CCWG, the matter will be addressed by the remaining 2 members of the group. In any event where a member of the EC is the individual about whom a concern has been raised, they shall recuse themselves from any subsequent deliberations of the EC.

# DISCLOSURE STATEMENT

As a Section on Women’s Health Board member, I hereby acknowledge that I occupy a position of trust and that I am expected to act at all times in good faith, and without bias or favor to outside interests. Whenever my outside interest or other responsibilities potentially conflict with my duty to the Section on Women’s Health, I will act in such a manner as to avoid even the appearance of using my position to advance any other interest or any individual or entity with whom I have a significant relationship over the interests of the Section on Women’s Health.

NAME: (please print or type): \_\_\_\_\_

Signature: \_\_\_\_\_ Date: \_\_\_\_\_

Please fill out the below box(es) with the names of the entities (e.g. physical therapy company or physical therapy related company, professional organization, foundation or political action committee; or physical therapy related publication) with whom you have a role (e.g. employee, shareholder, owner, partner, board member, independent contractor, volunteer, manuscript reviewer or editorial board member). If you are not sure what to fill out, you may discuss this with the CCWG. Note that the information you provide will not automatically be judged to be a conflict. You are merely disclosing this information. Determinations regarding conflicts are to be made pursuant to Board policies.

ENTITY:	ROLE: