

## **IAHPC Policy on Conflict of Interest and Confidentiality**

Directors, officers and employees of the International Association for Hospice and Palliative Care (IAHPC) owe a fiduciary duty of care to the organization. This duty requires a responsible person to avoid conflicts of interest, breaches in confidentiality, and to act in the best interests of the organization.

This conflict of interest and confidentiality policy is designed to help directors, officers and employees of IAHPC (“the Organization”) identify situations that present potential conflicts of interest or breach of confidentiality and to provide the steps to manage such conflict in case it happens. The policy is intended to comply with the procedure prescribed in Texas Non-Profit Corporation Act, Art. 1396-2.30, governing conflicts of interest for directors of nonprofit corporations. In the event there is an inconsistency between the requirements and procedures prescribed herein and those in Art. 1396-2.30, the statute shall control.

The integrity of the Organization, and the activities it undertakes, depends in part on the avoidance of conflicts of interest and breaches in confidentiality, or even the appearance of such conflicts or breaches, by the individuals involved in the activities related to the accomplishment of the Organization’s mission.

Disclosure under this Policy should not be construed as creating a presumption of impropriety, conflict of interest, breach of confidentiality or as automatically precluding someone from participating in a Organization activity or decision-making process. It only serves as a tool to identify situations which may result in potential conflict of interest and/or breach of confidentiality, and the necessary steps to prevent it.

### **6. Definitions**

“*Confidential information*” is any non-public information of the Organization, including but not limited to, business and strategic plan, documentation, internal rules and procedures, contracts, presentations, special projects, grant applications, funders, databases, financial information and others.

“*Conflict of Interest*” is any circumstance described in Part 3 of this Policy.

“*Responsible Person*” is any person serving as an officer, employee or member of the Board of Directors of IAHPC

“*Family Member*” is a spouse, parent, child or spouse of a child, child of a spouse, brother, sister, or spouse of a brother or sister, of a responsible person.

“*Material Financial Interest*” in an entity is a financial interest of any kind, which, in view of all the circumstances, is substantial enough that it would, or reasonably could, affect a responsible person’s or family member’s judgment with respect to transactions to which the entity is a party.

“*Contract or Transaction*” is any agreement or relationship involving the sale or purchase of goods, services, or rights of any kind. The making of a gift to IAHPC is not a contract or transaction.

## **2. Terms and Conditions**

Directors, officers and employees have an obligation to disclose any conflicting or potentially conflicting personal, professional or business interest they may have by completing every year a Disclosure of Interest and Confidentiality Form.

Potentially conflicting interests may relate to the Organization's programs and services (e.g., awards program, scholarship program or projects) or its operations (e.g., fundraising activities or grant applications).

In particular, directors are obligated to disclose the positions, relations or commercial interests they hold or have with other organizations or entities that may conflict, directly or indirectly, with the Organization's activities. These include formal positions with other organizations, ownership of stock of commercial entities, honoraria and/or consultancy fees.

### **3. Conflict of Interest**

For purposes of this policy, the following circumstances shall be deemed to create Conflicts of Interest:

#### **A. Outside Interests:**

- (i) A contract or transaction between IAHPHC and a responsible person or family member.
- (ii) A contract or transaction between IAHPHC and an entity in which a responsible person or family member has a material financial interest and of which such person is a director, officer, agent, partner, associate, trustee, personal representative, receiver, guardian, custodian, conservator or other legal representative.

#### **B. Outside Activities:**

- (i) A responsible person competing with IAHPHC in the rendering of services or in any other contract or transaction with a third party.
- (ii) A responsible person's having a material financial interest in; and serving as a director, officer, employee, agent, partner, associate, trustee, personal representative, receiver, guardian, custodian, conservator or other legal representative of, or consultant to; an entity or individual that competes with IAHPHC.

**C. Gifts, Gratuities and Entertainment:** A responsible person accepting gifts, entertainment or other favors from any individual or entity that:

- (i) does or is seeking to do business with, or is a competitor of IAHPHC; or
- (ii) has received, is receiving or is seeking to receive a loan or grant, or to secure other financial commitments from IAHPHC; or
- (iii) may benefit from a decision taken by the Organization

under circumstances where it might be inferred that such action was intended to influence or possibly would influence the responsible person in the performance of his or her duties. This does not preclude the acceptance of items of nominal or insignificant value or entertainment of nominal or insignificant value which are not related to any particular transaction or activity of IAHPHC.

### **4. Procedure**

- A. If an actual or potential conflict of interest is identified, the President shall inform the Board or its designee(s) and/or those involved in the decision affected by such conflict or potential conflict.
- B. Prior to board or committee action on a contract or transaction involving a conflict of interest, the director or committee member shall disclose all facts related to it.
- C. A person who has a Conflict of Interest shall not participate in or be permitted to hear or read the board's or committee's discussion of the matter except to disclose material facts and to respond

to questions. Such person shall not attempt to exert his or her personal influence with respect to the matter.

- D. A person who has a conflict of interest with respect to a contract or transaction that will be voted on shall not be counted in determining the presence of a quorum for purposes of the vote. The person having a conflict of interest may not vote on the contract or transaction and shall not participate when the vote is taken. Such person's ineligibility to vote shall be reflected in the voting records.
- E. A responsible person who is not a member of the Board of Directors of IAHP, and who has a conflict of interest with respect to a contract or transaction that is not the subject of Board or committee action, shall disclose it to the Chairman or the Chair's designee. He or she shall refrain from any action that may affect participation of IAHP in such contract or transaction. In the event it is not entirely clear that a Conflict of Interest exists, the individual with the potential conflict shall disclose the circumstances to the Chair or the Chair's designee, who shall determine whether there exists a Conflict of Interest that is subject to this policy.

## **5. Confidentiality**

Directors, officers and employees shall not disclose confidential information acquired in connection with their status, which might be adverse to the interests of the Organization. Furthermore, a responsible person shall not disclose or use information relating to the business of the Organization for his/her profit, profit of a family member or that of another organization or entity.

All information and documentation labeled or classified as confidential from the organization and others in connection to the Organization will be treated with strict confidentiality. This includes information in all forms, oral, written, or electronic including all information contained or stored in computers and discs. Neither the contents nor the existence of this information or documentation will be shared with anyone other than the officers, directors, employees, and attorneys of the organization. Directors, officers and employees shall direct any questions regarding my confidentiality obligations to the organization's President or the Executive Director.

## **6. Review of policy**

- A. Every year all responsible persons shall be required to review this policy and sign the Interest of Conflict Disclosure and Confidentiality Form.
- B. This policy shall be reviewed annually by members of the Board of Directors. Any changes to the policy shall be communicated immediately to all responsible persons.

Board Chair's signature indicating Board approval:



(original signed by Roberto Wenk in file)

Date: January 22, 2009