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POLICY & PROCEDURE

CONFLICT OF INTEREST POLICY

POLICY

Officers and elected officials shall adhere to confidentiality procedures and resolutions as adopted by the American Nephrology Nurses Association (ANNA) Board of Directors (BOD). All individuals in a position of authority have a duty to avoid financial, business, or other relationships that are, or may appear to be, at odds with the interest of the Association or that might conflict with the performance of the officers or elected officials' duties.

PROCEDURE

1. To fully protect the integrity and reputation of ANNA, as well as that of the individuals and related parties involved, ANNA must be aware of and properly manage any actual, potential, or perceived conflict of interest that a volunteer leader or key staff member/consultant may have. The presence or possibility of a conflict of interest will not prevent an individual from serving in a volunteer leadership or key staff role. In circumstances in which the best interest of ANNA as a whole and that of individual members are in conflict, the best interest of ANNA will take precedence.

This policy is designed to help the BOD, employees, volunteer leaders, and members of ANNA identify situations that present actual, potential, or perceived conflicts of interest and to provide a mechanism to appropriately manage conflicts in accordance with legal requirements and the goals of accountability and transparency in ANNA's operations. This policy is intended to supplement, but not replace, any applicable Federal laws governing conflicts of interest applicable to nonprofit organizations.

2. Definitions:

- a. Conflict of Interest: A "conflict of interest" arises when a person in a position of authority in an organization, such as a director, officer, volunteer leader, or key staff member/consultant, may benefit personally from a decision they could make, or their private interest interferes with the interest of the Association and the policies and decisions as established by ANNA.
- b. Interested Person: Any volunteer leader or key staff member/consultant who has an actual, potential, or perceived conflict of interest.
- c. Family Member: A spouse/significant other, parent, sibling, child, or a spouse of a child or sibling of an Interested Person.

- d. Volunteer Leader: National Officers, Candidates for National offices, Committee Chairpersons, ANNA Chapter Support Team (ACST) Leaders, Task Force Leaders, any Representative Appointee, all individuals listed on the organizational chart, and the *Nephrology Nursing Journal* Editorial Board.
 - e. Key Staff Member/Consultant: Executive Director, Paid Consultant(s), and Independent Contractor(s).
3. A conflict of interest may be present if a volunteer leader or key staff member/consultant:
 - a. Is a party to a contract or involved in a transaction with ANNA for goods or services.
 - b. Has a material financial interest in a transaction between ANNA and an entity in which they, or their family member, is a director, officer, agent, partner, associate, employee, trustee, personal representative, receiver, guardian, custodian, or other legal representative.
 - c. Uses any information acquired through positions held with ANNA for personal, employer, or other third-party profit or gain.
 - d. Participates in any activity that provides personal gains or is in opposition to, detracts from, or in some manner could become detrimental to ANNA as delineated in the Mission Statement, Constitution and Bylaws, Policy and Procedure Manual, Strategic Initiatives, and official ANNA Position Statements.
 - e. Is employed, or has a family member employed by, or is an Officer or Director of a company with which ANNA collaborates or conducts business or has a competing interest with ANNA concerning policies, decision, or funding.
 - f. Possesses material financial interest or other proprietary interest, or has a family member with such interest, in a company with which ANNA collaborates or conducts business.
 4. Interested Person(s) shall fully disclose any actual, potential, or perceived conflict of interest to ANNA prior to entering or accepting a volunteer leader or key staff member/consultant position.
 5. If a volunteer leader or key staff person enters a formal or financial relationship with a group, organization, or individual with which ANNA collaborates or conducts business, they must immediately disclose a potential conflict of interest to ANNA.
 6. No one shall communicate explicitly or implicitly in ANNA's name during non-ANNA functions or in non-ANNA publications without the prior approval of the BOD or the appropriate BOD Liaison.
 7. A member of the BOD or the *Nephrology Nursing Journal* Editorial Board may not serve simultaneously on the Editorial Board of any other journal in the field of nephrology nursing which competes with ANNA for editorial or economic support, nor on a program planning committee for an organization/conference that competes with ANNA for attendance, content, and/or corporate support. It is acceptable to serve on the board of a journal published outside the United States with the understanding that any actual, potential, or perceived conflict of interest will be evaluated by the BOD and acted upon per procedure.

8. A member of the BOD may not simultaneously serve on the BOD, governing body, or the Executive Committee of any organization that conflicts with ANNA's Constitution and Bylaws, Policies and Procedures, Strategic Initiatives, or official Position Statements; or is in competition with ANNA for membership and/or economic support.
9. Individuals who provide services as Independent Contractors by ANNA shall not be eligible to serve on the BOD for the duration of their contractual agreement.
10. Candidates for National Office shall complete the Conflict of Interest Disclosure Statement in compliance with the candidate materials submission deadline.
 - a. The Nominations Committee Chairperson will review all disclosure statements and forward those of Interested Person(s) to the BOD Liaison who will provide them to the National President.
 - b. The National President will review the disclosure statements of the Interested Person(s) to determine if any action is required prior to the approval of the slate of candidates by the Nominations Committee. If appropriate, the National President will request advice from BOD members who are not seeking to be a candidate.
 - c. The disclosures of the final candidates will be included with the announcement of candidates and with the ballot.
 - d. Candidates who have a conflict of interest disclosure will have the opportunity to submit written clarification, including any implications the conflict of interest may have on their service, to the ANNA membership. The clarification statements will be posted on the ANNA website and included with the ballot.
11. Volunteer leaders, key staff, and member(s)/consultant(s) will review their respective Conflict of Interest Policy and complete the *Conflict of Interest Disclosure Statement*, annually by April 1:
 - ❖ For Volunteer Leaders – Policy & Procedure Addendum 2.04A, *Conflict of Interest Disclosure Statement – Volunteer Leaders*.
 - ❖ For Key Staff & Member(s)/Consultant(s) – Policy & Procedure Addendum 2.04B, *Conflict of Interest Disclosure Statement – Key Staff & Member(s)/Consultant(s)*.
 - a. The ANNA National Office will forward the disclosures of any Interested Person(s) to the National President by April 15.
 - b. The National President will provide the disclosures to the BOD for review and determination of any necessary action.
12. Any actual, potential, or perceived conflict of interest which arises after the annual Conflict of Interest Disclosure Statement is submitted must be provided to the National President upon identification of same.
13. Any ANNA member concerned with an actual, potential, or perceived conflict of interest may request, in writing, BOD review.

14. At the discretion of the National President, any Interested Person's disclosure will be reviewed by a Task Force appointed by the National President and composed of three (3) members of the BOD.
 - a. One (1) member of the Task Force will be selected as chairperson for the purpose of leading the Task Force and issuing the final decision.
 - b. The Task Force will review the Interested Person's disclosure, discuss it with the Interested Person and other vested parties as appropriate, and render a decision within thirty (30) days.
 - c. Resolution of the conflict of interest will be accomplished within ninety (90) days.
 - d. If the Interested Person is a member of the *Nephrology Nursing Journal* Editorial Board, the *Nephrology Nursing Journal* Editor-in-Chief will be assigned to the Task Force in addition to the three (3) BOD members.
 - e. If the Interested Person is the National President or the *Nephrology Nursing Journal* Editor, the National President-Elect or the *Nephrology Nursing Journal* Associate Editor will assume the aforementioned described duties.
 - f. The BOD will vote on the Task Force recommendations, enter their decision in the BOD Meeting Minutes, and relay their decision to the Interested Person.
 - g. The National President (or National President-Elect as applicable) will be a voting member of the Task Force only in the event of a tie among the Task Force members.
 - h. Consider recusal of the National President or *Nephrology Nursing Journal* (NNJ) Editor-In-Chief where the appearance of favoritism may occur due to personal relationship.
15. Any member who wishes to appeal a decision of the BOD relating to an Interested Person may submit an appeal in writing to the National Office.
 - a. The National Office will forward the appeal to the National President.
 - b. The National President will appoint a committee of three (3) BOD members [two (2) of whom did not participate on the Task Force that ruled on the Interested Person's disclosure] who will review the appeal and discuss it with the Interested Person and other vested parties, as appropriate.
 - c. The BOD will vote on the appeal Task Force recommendations and render a decision, in writing, to the Interested Person within thirty (30) days of the receipt of the appeal to the BOD.
 - d. The BOD's decision is final and will be entered in the BOD meeting minutes.

MANAGEMENT OF CONFLICT OF INTEREST ISSUES AT THE BOD LEVEL

1. When a BOD member has an actual, potential, or perceived conflict of interest with a topic for discussion or agenda item, the BOD member:
 - a. Must fully disclose the conflict of interest to all members of the BOD.
 - b. May serve as a resource to provide other BOD members with information.
 - c. Shall not attempt to exert their personal influence with respect to the matter, either at or outside the meeting.
 - d. Shall not be counted in determining the presence of a quorum for purposes of the vote.
 - e. May not be involved in any decision making and may not vote on the matter. The BOD Interested Person shall not be present in the meeting room when the vote is taken, unless the vote is by secret ballot.
2. In some cases, the Interested Person may be asked to recuse themselves from sensitive discussions so as not to unduly influence the discussion of the conflict of interest.

3. If a BOD member will not be attending a meeting where the agenda includes a matter in which the member has a conflict of interest, the member will disclose all facts relevant to the issue to the meeting chairperson. The chairperson will report the disclosure at the meeting.
4. The management and outcome of all identified conflicts of interest will be documented in the BOD meeting minutes.
5. An Interested Person will not be the BOD Liaison for any third party that might pose an actual, potential, or perceived conflict of interest.
6. An Interested Person will not be the sole signatory on an official ANNA document stating ANNA's position on an issue if that issue could contain an element of an actual, potential, or perceived conflict of interest. A different member of the BOD will be assigned to be the signatory. (e.g. The Interested Person is employed by a third party who lobbies congress about an issue and the third party requests an ANNA representative sign the letter. Historically, this representative is the National President. If the Interested Person is the National President they cannot be the signatory and another BOD member will be assigned to the duty.)
7. Third parties, to which ANNA has appointed representatives, may have non-public, proprietary information that is shared with the BOD.
 - a. If the information presents an actual, potential, or perceived conflict of interest for a BOD member, the BOD, excluding the Interested Person, will review the information and determine the amount of information to be shared with the Interested Person.
 - b. The BOD decision will be entered in the BOD meeting minutes and relayed to the Interested Person.
8. BOD members will exercise care to not disclose confidential information acquired in connection with disclosures of any actual, potential, or perceived conflicts of interest which might be adverse to the interests of ANNA.
9. BOD members will not disclose or use information relating to the business of ANNA for their personal profit or advantage or the personal profit or advantage of their family member(s).
10. The Executive Director, or assigned BOD members(s), will monitor proposed or ongoing transactions of the organization for conflicts of interest. Any identified conflicts of interest will be disclosed, as appropriate, to the BOD whether discovered before or after the identification has occurred.