

**FINAL REPORT OF THE TASK FORCE ON**  
**CONFLICT OF INTEREST**

**POLICY AND PLANNING COMMITTEE**

**NATIONAL ACADEMY OF NEUROPSYCHOLOGY (NAN)**

*As Modified and Approved by  
the NAN Board of Directors on October 14, 2003*

**Daniel Marson, JD, PhD Chair**  
**J.D. Ball, PhD**  
**Bruce Becker, PhD**  
**Gordon Chelune, PhD**  
**Carl Dodrill, PhD**  
**Michael Franzen, PhD**  
**Kathleen Welsh-Bohmer, PhD**

## **Section I: Statement of the Issue, Findings, and Recommendations**

This Task Force on Conflict of Interest (Task Force) was formed by the Policies and Procedures Committee of the National Academy of Neuropsychology (NAN) in December 2002 to respond to concerns of conflict of interest raised by the general membership at the annual NAN meeting in Miami in October 2002. The Task Force's charge was to examine issues of conflict of interest as they related to NAN and to arrive at specific recommendations, policies and procedures, and implementation strategies. We note that the Task Force has expressly focused on matters of non-trivial conflict of interest and not on more general issues of practice ethics. One main objective of the Task Force has been to increase awareness of NAN leaders and members to issues of conflict of interest.

Over the course of the past six months, the Task Force has engaged in fact finding activity and extensive deliberations regarding the need for conflict of interest policies and procedures for NAN. We have reviewed pertinent NAN correspondence, considered the factual circumstances pertaining to the recent NAN annual conference in Miami, interviewed the NAN Treasurer and Executive Director, and obtained and reviewed relevant conflict of interest policies, including the Association Rules of the American Psychological Association (APA), the APA Financial Conflict of Interest Policy, and the conflict of interest policy of Duke University.

As a Task Force, we have come to the following findings and conclusions:

- (1) NAN has grown rapidly as a national professional organization, and the scope and complexity of its financial and other activities have increased correspondingly;
- (2) We are concerned about past and possible ongoing conflicts of interest among the NAN leadership, and also about the potential for future conflicts of interest among the NAN leadership;
- (3) There currently are no NAN policies or procedures regarding conflict of interest that apply either to the NAN leadership or its general membership;
- (4) There is currently a strong, compelling, and immediate need for NAN to develop and implement a comprehensive conflict of interest policy and related procedures that will define, increase awareness of, monitor, regulate, and remedy both potential and actual conflicts of interest among the NAN leadership. Such a policy will help educate and prepare the NAN leadership to handle potential and actual conflicts of interest as they arise.

Conflicts of interest are a "set of conditions in which professional judgment concerning a primary interest...tends to be unduly influenced by a secondary interest (such as financial gain)."<sup>1, 2</sup> In the course of representing and serving the NAN membership, conflicts of interest can arise for Board of Director members, Committee chairs, and other NAN leaders in the form of relationships or personal interests that undermine professional objectivity, influence decision-making, and/or adversely affect the welfare of the organization.

The range of possible conflicts of interest affecting a national organization like NAN is broad. Potential conflicts of interest may arise in circumstances in which Board members and Committee chairs, their friends, and/or their family, may benefit financially or personally from contracts with vendors to NAN. For example, there is potential for conflict in matters associated with NAN

convention arrangements that may include the selection of airlines, hotels, travel agencies/packages, food supplies, exhibitors, and test publishers. There may be similar potential for financial conflicts of interest with regard to NAN arrangements with printing/publishing firms, research granting agencies, journal production, and the procurement of paid speakers and workshop trainers.

Other kinds of potential conflict of interest can involve divided or competing commitments to other professional and volunteer organizations. Thus, there can be a form of organizational conflict of interest when Board members, Committee chairs, and other NAN leaders have ties to similar or related professional organizations. This is especially true if these other organizations are in competition with NAN for member involvement and revenues. In such circumstances, the activities undertaken for the other organization can have an adverse and even negative impact on NAN.

It should be noted that both perceived and actual conflicts of interest can be damaging to a national organization like NAN. Thus, by undertaking leadership positions within NAN, Board members and other NAN leaders assume a form of fiduciary relationship to the NAN organization and should comport themselves in a manner that enhances the reputation and best interests of the organization.

In formulating these recommendations and the proposed policies and procedures that follow, Task Force members have reviewed a number of existing conflict of interest policies, including the Principles of Ethical Conduct promulgated by the American Psychological Association (APA) as guidelines for individual practitioners. The APA ethical guidelines promote the welfare and safety of the general public by setting forth principles for the clinical, educational, and research behavior of individual APA members. These principles, particularly those associated with dual relationships (e.g., Principles 3.04, 3.05, and 3.06), have direct relevance to the concerns brought before this Task Force, and are incorporated by reference into the proposed NAN Conflict of Interest Policy (see below). However, as NAN is an independent organization, it is our judgment that there is a need for specific NAN conflict of interest policies and procedures that set forth and clarify the ethical responsibilities of Board members, Committee chairs, and other NAN leaders at the organizational level.

As a Task Force, we propose the following conflict of interest policies and procedures:

- (1) a NAN Conflict of Interest Policy (Section II below);
- (2) Conflict of Interest Disclosure Form and related disclosure procedures (Section III below);  
and
- (3) Recommendations for NAN Conflict of Interest Policy Implementation (Section IV below).

The members of the Task Force appreciate the opportunity to serve the NAN Policies and Procedures Committee, the NAN Board, and the general NAN membership, with respect to these issues. We look forward to the comments and response of the Policies and Procedures Committee and the NAN Board to the recommended policies and procedures. Please let us know how we can be of further assistance.

On behalf of the NAN Task Force on Conflict of Interest,

Sincerely,

---

Daniel Marson, JD, PhD Chair

J.D. Ball, PhD

Bruce Becker, PhD

Gordon Chelune, PhD

Carl Dodrill, PhD

Michael Franzen, PhD

Kathleen Welsh-Bohmer, PhD

#### Literature Cited

1. Thompson D. Understanding financial conflicts of interest. *New England Journal of Medicine* 1993;329:573-576.
2. Bekelman J, Li Y, Gross C. Scope and impact of financial conflicts of interest in biomedical research. *Journal of the American Medical Association* 2003;289:454-465.

## **Section II: Conflict of Interest Policy of the National Academy of Neuropsychology**

### Preamble

The following policy is intended to protect the NAN organization, and the NAN leadership and membership, from potential or actual conflicts of interest among the NAN leadership (both elected and appointed members--see Section III). The policy seeks to balance NAN's need as an organization for information about conflicts of interest with an individual NAN leader's reasonable expectation of privacy with respect to personal matters. The policy is intended to equitably address non-trivial conflicts of interest, as defined below and as determined by peers serving on the NAN Conflict of Interest Committee (see *Section IV.B.* below)

### Basis of Self-Disclosure/Self-Restraint

This policy is based primarily upon the willingness of the NAN leadership to engage in voluntary self-disclosure and self-restraint with regard to potential and actual conflicts of interest. The guidelines that follow describe this self-monitoring process and delineate individual responsibilities in this regard. As provided below, NAN leaders are encouraged to seek advice and direct questions regarding issues of conflict of interest to the NAN Conflict of Interest Committee. Such private inquiries will be treated confidentially.

### General Guidelines:

#### **What constitutes Conflict of Interest? You might be in conflict of interest if you:**

- are in a position to influence business or monetary decisions made by NAN including purchases
- receive monetary remuneration or other amenities from a company that does business with NAN or that contracts with NAN regarding the national meeting or year long business
- receive monetary compensation from an agency or organization that has goals and objectives that are in competition with those goals and objectives of NAN
- receive monetary or other substantial compensation from an organization that contracts with NAN in the pursuit of its professional, educational, or research activities
- hold a leadership position, or provide volunteer or professional services or consultation to another organization (including volunteer organizations), that has goals, objectives, or other activities that are in competition with goals, objectives, or activities of NAN, whether or not these activities, services and consultation are rendered in exchange for compensation.

#### **What are your responsibilities? You are required to:**

- assume a fiduciary relationship to and support the principles of NAN, and therefore avoid unacceptable ethical, legal, financial, organizational, or other conflicts of interest and ensure that your activities are not in conflict with your obligations to NAN.
- annually submit a signed Conflict of Interest Disclosure Form to the NAN Executive Director on or before January 1 of each year.

- disclose in writing to the NAN Executive Director any new activity or relationship that involves, or reasonably could lead to, an apparent or actual conflict of interest. Such new disclosure should be made in a timely manner after the new activity or relationship, and an updated disclosure form should be filed with the Executive Director within 30 days of the new activity or relationship.
- recuse yourself from voting on any matter in which there is a potential conflict of interest, and not be counted as part of the quorum necessary to vote on the matter in question.
- although not required, it is recommended that you retain, for a period of three years, records of compensation, gifts, favors, or hospitalities greater than \$75 that you receive from any person or entity doing business with or interacting with NAN.

**Illustrative examples of potential or actual conflict of interest situations:**

- Selecting or recommending a NAN vendor in which you or immediate family members have a financial interest.
- Arranging a no-bid contract for a NAN vendor who is a personal friend.
- Accepting dinner, lodging, or another amenity from a hotel that is a potential site for a conference. (Such a conflict situation is diminished, but should still be disclosed, in circumstances where the hotel is providing a formally authorized NAN meeting site committee with complimentary lodging and other amenities).
- Having a relationship with or holding a position in another professional organization
  - whose goals, objectives and/or activities compete or conflict with those of NAN, and/or
  - that significantly interferes with your leadership role in NAN.

**Illustrative examples of non-conflict of interest situations:**

- Accepting an honorarium from a book publisher for reviewing a book chapter or manuscript.
- Serving on the editorial board of another neuropsychology association's journal
- Writing a critical commentary regarding a NAN publication
- Submitting papers to other journals besides *Archives of Clinical Neuropsychology*
- Serving in a leadership position of another professional organization whose goals, objectives, and/or activities do not represent a perceived or actual conflict of interest for NAN.

### Disclosure of Relationships:

The proper governance of NAN depends on the fidelity and loyalty of its leaders. Accordingly, all members in “leadership” positions within NAN as defined below shall exercise the utmost good faith in their transactions as leaders of NAN. Because of the varied backgrounds and professional interests of the NAN leadership, situations may arise involving a dual interest that may represent a potential or actual conflict of interest. Consistent with the philosophy of the Association Rules of the American Psychological Association (2002), NAN recognizes that potential or actual conflicts of interest should be fully disclosed by the NAN leader. Such disclosures should also reviewed by individuals other than the party involved

Each person in a leadership position within NAN (currently including Board of Director members, all Committee chairs, the Executive Director and NAN staff, the editor and associate editors of NAN journals and the bulletin) will be required to make disclosures of relevant relationships and to identify and explain any potential or actual conflicts of interest. A draft Conflict of Interest Disclosure Form has been developed for this purpose (see Section III below).

### Non-Trivial Monetary Relationships Representing Potential Conflicts of Interest for NAN:

At the present time, NAN leaders having monetary relationships (salary, transactions, gifts, hospitalities, or other remuneration) in excess of \$250 annually with companies, vendors, test and book publishers, individuals, and other entities involved with NAN, will be viewed to have a non-trivial relationship which represents a potential conflict of interest for NAN. Such relationships must be disclosed as part of the NAN disclosure policy, although the specific monetary level involved need not be disclosed. NAN leaders may choose to report relationships less than the \$250 annual threshold if they feel it is appropriate. As discussed below, as part of its activities the Conflict of Interest Committee may request additional information concerning a NAN leader’s disclosure, including specific monetary information, in circumstances where the Committee has a concern about a potential or actual conflict of interest.

To assist NAN leaders with disclosure reporting, the NAN office will maintain, regularly update, and periodically distribute to NAN leaders a list of current NAN vendors. However, a NAN leader’s responsibility to report relationships will not be confined or limited to vendors represented on this list.

NAN leaders recognize that not all potential or actual conflicts of interest affecting NAN will involve relationships with monetary remuneration or benefit. In particular, there may be non-trivial potential or actual conflicts of interest involving multiple relationships that should be reported, although no monetary relationship or benefit is involved.

### Types of Disclosure:

There will be at least three types of required disclosure:

Annual Disclosure: Disclosure forms will be submitted annually by all members of the NAN leadership to the NAN Executive Director on or before January 1 of each year.

Updated Disclosure: Disclosure of new relationships and potential conflict of interests is an ongoing responsibility. In the circumstances of a new relationship or activity arising during the year that involves, or reasonably could lead to, an actual or potential conflict of interest, a NAN leader should notify the Executive Director in writing in a timely manner about the activity or relationship,

and must submit an updated disclosure form to the NAN Executive Director within 30 days of the new relationship or activity.

Disclosure Related to Candidacy: Candidates for elected or appointed NAN leadership positions must submit a disclosure form to the Executive Director in a timely manner to allow review and approval by the Conflict of Interest Committee at least 7 days prior to presentation to the Board for confirmation of the nomination or appointment. [The time frame indicated above should be viewed as an initial estimate, and may be modified as needed by the Policy and Procedures Committee working with the Conflict of Interest Committee and the Executive Director].

NAN Member and Public Access to Conflict of Interest Disclosure Information:

Conflict of interest disclosure forms and related information submitted by NAN leaders will be public information and will be available to NAN members and members of the public upon request to the Executive Director. However, as discussed below, information provided by a NAN leader to the Conflict of Interest Committee as part of an inquiry or complaint process will be kept confidential and will not be available to NAN members or the public.

Review of Disclosure Forms and Management of Conflict of Interest:

Annual conflict of interest disclosure forms will be forwarded by February 1 by the NAN Executive Director to the NAN Conflict of Interest Committee for review (see Section IV below). Updated and candidacy related disclosure forms will be forwarded by the NAN Executive Director to the NAN Conflict of Interest Committee in a timely manner. In cases where an apparent or actual conflict of interest is identified, the NAN Conflict of Interest Committee will enter into a dialogue with the NAN member in an effort to obtain further information, and if necessary, to manage, reduce, or eliminate the conflict of interest. Unresolved matters between the NAN member and the Conflict of Interest Committee will be referred to the NAN Board of Directors for final disposition, which may include removal of the NAN member from his/her position of leadership (see below Section IV).

Retention of Conflict of Interest Disclosure Forms and Information:

Conflict of interest disclosure forms submitted by board members or committee chairs will be retained by the Executive Director and Conflict of Interest Committee for a NAN leader's years of service in that position plus one (1) additional year. Disclosure forms submitted by candidates who were not elected or appointed will be destroyed immediately following that election or failed appointment.

Example: A candidate for the NAN Board of Directors would submit a candidacy disclosure form within the time frame prescribed. If elected to the Board, that individual would then also submit an annual disclosure form for each of year of service on the Board (currently five), plus one additional year after leaving the Board.

Conflict of Interest and Voting and Quorum Procedures

Where a potential or actual conflict of interest exists for a NAN leader, the following procedures apply to matters of voting and quorum:

- a written note should be made by the recording secretary that a potential or actual conflict exists has been self-disclosed by a NAN leader, or reported by another NAN member;
- if a potential or actual conflict of interest exists, the NAN leader should recuse himself/herself from voting on any matter involving the potential or actual conflict of interest;
- the NAN leader shall not be counted as part of the quorum necessary to vote on any matter involving the potential or actual conflict of interest;
- the NAN leader shall be permitted to briefly state his/her position on any matter involving a

potential or actual conflict of interest, and may answer pertinent questions that may be relevant to the matter under consideration.

#### Inquiries Regarding Conflict of Interest

NAN leaders or members with inquiries concerning conflict of interest, or about the NAN Conflict of Interest policy, are encouraged to contact the Chair of the NAN Conflict of Interest Committee. All such communications will be kept confidential as provided below.

#### Complaints of Conflict of Interest

As stated above, the intent of the NAN Conflict of Interest Policy is for NAN leaders to identify and disclose their own potential and actual conflicts of interest early on, before those conflicts have had any adverse impact on NAN or its membership. The emphasis on voluntary self-monitoring and self-disclosure is meant to preclude, wherever possible, the need for any other NAN member or leader to raise a specific concern about conflict of interest involving a NAN leader. In addition, informal discussion of such concerns with the NAN leader in question may lead to satisfactory resolution of the matter without the need for further action. However, on occasion there may arise circumstances in which a NAN member or leader finds it necessary to lodge a complaint of conflict of interest regarding a NAN leader with the NAN Conflict of Interest Committee.

All complaints should be sent directly to the Chair of the NAN Conflict of Interest Committee and will be handled in strict confidence. In the event that a complainant does not know of this procedure and contacts the NAN Executive Director or another NAN leader, the communication will be kept in strict confidence and re-directed to the Chair of the NAN Conflict of Interest Committee.

Upon receipt of a complaint, the Conflict of Interest Committee will review the matter using the information that is immediately available. If the Committee determines that there is insufficient evidence of a non-trivial conflict of interest, the matter will be concluded and no further action will be taken. If the Committee determines that there is sufficient evidence to initially support a substantial or non-trivial conflict of interest, the Committee will contact the NAN leader in question and seek further information. Where these determinations cannot be made from available information, the Committee may seek further information, again to be treated confidentially.

After obtaining additional information, the Committee will reconsider the conflict of interest question and make judgments regarding whether it merits further action. In the event that the Committee regards the conflict of interest to be non-trivial, the Committee will inform the NAN leader of this finding and request that the NAN leader resolve the conflict. Should the NAN leader in question not provide the additional information requested or indicate an intention to persist in a conflict of interest situation, the Committee will then bring the matter to the NAN Board of Directors. Only at this point will confidential complaint information be disseminated outside of the Committee, and this information will be limited to NAN Board Members. NAN Board Members will review the matter, consider the recommendations of both the NAN Conflict of Interest Committee and the NAN leader in question, and make a final determination and resolve the matter (*see Section IV.B.*).

**Section III:**

**NATIONAL ACADEMY OF NEUROPSYCHOLOGY**  
**Conflict of Interest Disclosure Form**

Persons who must complete this form: Individuals who are *leaders* of NAN. NAN leaders currently consist of all Board Members, all Committee Chairs, the Executive Director and all members of the NAN staff, other NAN contract individuals other than presenters, and the editor and associate editors of NAN journals and the bulletin. In addition, all members of the NAN Conflict of Interest Committee are required to complete conflict of interest disclosure forms.

Person completing this form: \_\_\_\_\_

Leadership role(s) in NAN: \_\_\_\_\_

\_\_\_\_\_

Type of Disclosure: *[Please check the box of the type of disclosure being made]*

- Annual Disclosure: Annual disclosure is to be completed during each year of leadership of NAN, and for one (1) additional year. This disclosure should be filed with the Executive Director on or before January 1 and before leadership duties are assumed for that year.
- Updated Disclosure: In the circumstances of a new relationship or activity arising during the year that involves, or reasonably could lead to, an actual or potential conflict of interest, a NAN leader should notify the NAN Executive Director in writing in a timely manner about the activity or relationship, and must submit an updated disclosure form to the NAN Executive Director within 30 days of the new relationship or activity.
- Candidacy Disclosure: Candidates for elected or appointed NAN leadership positions must submit a disclosure form to the Executive Director in a timely manner to allow review and approval by the Conflict of Interest Committee at least 7 days prior to presentation to the Board for confirmation of the nomination or appointment.

**Procedures for Completing Form**

Please read the full conflict of interest policy statement of NAN before completing this form. The policy of the National Academy of Neuropsychology is to transact all of its business impartially. In order to achieve this objective, as a leader of NAN you are asked to respond to the following questions pertaining to areas of potential conflict of interest. Refer to the policies and disclosure procedures included in this packet as needed.

Please answer all questions with either “Yes” or “No.” In instances where the answer is “Yes,” provide a detailed description of the activity in the space provided, and also describe any steps or procedures taken to reduce or eliminate the conflict. Please provide sufficient information (as necessary) so that an evaluation can be made as to whether or not the situation could constitute a potential or actual conflict of interest with your role as a leader in NAN.

**1. Non-Trivial Personal Financial or Other Gain from a NAN Leadership Role.**

\_\_\_\_\_ a. Have you or any member of your immediate family in the past year accepted any gift, favor, or hospitality from any individual or entity doing business with NAN? You are required to report gifts, favors, or hospitalities from an individual or entity totaling in excess of \$250 annually; you may also report activities below the \$250 annual threshold if you deem it appropriate. *(If yes, please detail each relationship below, and attach any additional documentation you wish the Committee to consider.)*

---

---

---

---

---

\_\_\_\_\_ b. Do you have any on-going business, consultative, or other relationship with any commercial entity of any type (such as airlines, hotels, convention vendors, book or test publishers) which provides services to NAN and/or its annual convention? You are required to report relationships with a commercial entity totaling in excess of \$250 annually; you may also report relationships below the \$250 annual threshold if you deem it appropriate. *(If yes, please detail each relationship below, and attach any additional documentation you wish the Committee to consider.)*

---

---

---

---

---

**2. Multiple Relationships.**

\_\_\_\_\_ a. Do you hold leadership positions (for example, voluntary, paid, elected, or appointed Board or chair roles) in any other psychological or neuropsychological society or organization? *(If yes, please detail each relationship below, and attach any additional documentation you wish the Committee to consider.)*

---

---

---

---

---

\_\_\_\_\_ b. Do you have relationships with any other professional organizations which might compromise your ability to fulfill your duties as a NAN leader? In responding, please note that such relationships may be non-financial in nature. *(If yes, please detail each relationship below, and attach any additional documentation you wish the Committee to consider.)*

---

---

---

---

---

**3. Other Matters or Relationships.**

\_\_\_\_\_ Are there other related matters or relationships involving potential or actual conflict of interests not covered by the above which should be disclosed? If a financial matter or relationship is involved, you are required to report relationships totaling in excess of \$250 annually; you may also report relationships below the \$250 annual threshold if you deem it appropriate.

*(If yes, please detail each matter or relationship below, and attach any additional documentation you wish the Committee to consider.)*

---

---

---

---

---

**\*I attest that the information provided above is accurate to the best of my knowledge and belief.**

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

Printed Name: \_\_\_\_\_

## **Section IV: Recommendations for NAN Conflict of Interest Policy Implementation**

### **A. Proposed Steps for Implementation of Conflict of Interest Policy and Procedures**

1. May 2003: The Report of the NAN Task Force on Conflict of Interest (COI) was presented by Dr. Marson of the Task Force, and Dr. Barth and Dr. Pliskin of the Policies and Procedures Committee, to the NAN Board of Directors at its mid-year meeting in Montreal. Board discussion ensued and a number of revisions and additions were suggested. By motion the Board of Directors unanimously approved the work of the Task Force to date, and encouraged the Task Force to carry on its work and prepare a revised Report and policies to be considered for vote and passage at the annual meeting in Dallas in October 2003.
2. June-July 2003: The Policies and Procedures Committee will prepare a brief report of the background and recommendations of the Task Force for an article to appear in the NAN Newsletter. This article will inform the general NAN membership of the work and recommendations of the Task Force to date.
3. June-September 2003: The NAN Task Force reviews the commentary and suggestions of the Board of Directors and prepares a revised Report and policy and procedures. Additional input is solicited from various individual members of the Board of Directors. A revised Report and conflict of interest policy is sent out to the NAN Board of Directors in August-September 2003 for final commentary and input. This final commentary will be received in September and the Task Force will then prepare a final report for presentation and vote by the Board at the annual meeting in Dallas in October 2003.
4. September 2003: The Chair of the NAN Task Force on Conflict of Interest and Drs. Barth and Pliskin of the Policies and Procedures Committee will be placed on the agenda for the Business Meeting at the NAN annual conference in Dallas to present the work of the Task Force to the NAN membership.
5. October 2003: The Board of Directors will address and vote upon the final Report and NAN conflict of interest policy and procedures during its meeting in Dallas on Monday, October 13, 2003 just prior to the NAN annual meeting. At the Business Meeting on Friday, October 17, 2003, the NAN Task Force on Conflict of Interest will present the work of the Task Force to the NAN membership. The results of the Board of Directors' vote on the Task Force report and the NAN conflict of interest policy will also be presented by the NAN President and the Policies and Procedures Committee to the NAN membership for review and discussion at the Business Meeting.
6. October-December 2003: Assuming approval of the NAN conflict of interest policy and procedures, the NAN office will prepare a packet of proposed NAN by-laws changes related to the policy and its procedures. The mailing and membership vote on the by-laws changes should be completed before the new NAN Board and officers begin their activities in January 2004. During the October-December 2003 time frame, the President with a majority vote of the Board of Directors will also appoint the first NAN Conflict of Interest Chairperson, and the Chairperson will select the other Committee members, so that the Committee can also commence operations in January 2004.
7. January 2004: The proposed NAN conflict of interest policy and procedures will go into effect on January 1, 2004.

## **B. Proposed Changes in NAN By-Laws Related to Conflict of Interest Policy and Procedures**

Proposed changes/additions to existing by-laws are indicated in *bolded italics*.

### **Article II: Board of Directors**

#### Section 1: General Powers

Add: .....It shall perform such actions necessary for the conduct of the affairs of the Academy and for the realization of its objectives and purposes provided such actions *of its voting and non-voting members* are not inconsistent with these By-laws *and are in accordance with the Conflict of Interest policies of the Academy. The Board of Directors and its designees shall accept a fiduciary relationship with the Academy and comport themselves in a manner that enhances the reputation and mission of the Academy.*

### **Article III: Officers**

#### Section 3: Removal

Add: ....These actions may be taken when the officer or agent has violated the provisions of Article 1, Section 11, *has been found to be noncompliant with or to have breached the Conflict of Interest policies of the Academy*, or has failed to carry out the duties of the office as defined in these By-laws....

### **Article IV: Committees**

#### Section 1: General

Add: ....appointed by the President with the approval of the Board of Directors. *Committee Chairpersons accept a fiduciary relationship with the Academy, comport themselves in a manner that enhances the reputation and mission of the Academy, and comply with the Conflict of Interest policies of the Academy.*

#### Section 3: Removal

Add: Any chairperson or committee member may be removed by majority vote of the Board of Directors whenever the best interests of the Academy would be served thereby, *or when there is a determination that noncompliance or a breach of the Conflict of Interest Policies of the Academy has occurred*, but such removal shall be without prejudice to ....

Under Article IV: Committees

Add Section creating new Standing Committee called the Conflict of Interest Committee.

***Section X Conflict of Interest Committee***

***The Conflict of Interest Committee shall consist of a Chairperson and four additional members selected by the Chairperson. Members of the Conflict of Interest Committee shall not hold elected or other appointed positions of leadership in the Academy while serving on the Committee. The Chairperson shall be appointed for a three year term by the President by majority vote of the Board of Directors, and shall have been a member of the Conflict of Interest Committee prior to being appointed Chairperson. Members of the Conflict of Interest Committee shall also serve staggered three year terms, as described below.***

***The Conflict of Interest Committee shall be responsible for overseeing the Academy's policies and procedures concerning conflict of interests. The Committee's activities shall include, but not be limited to:***

- ***review of annual Conflict of Interest Disclosure Forms in February of each year,***
- ***review of updated Conflict of Interest Disclosure Forms as they are submitted;***
- ***review of candidacy Conflict of Interest Disclosure Forms as they are submitted;***
- ***review of all disclosure forms submitted by members of the Conflict of Interest Committee (with appropriate recusal and absence of each member under review);***
- ***review of complaints of conflict of interest submitted to the Committee;***
- ***identification of potential or actual conflicts of interest that affect NAN and its activities;***
- ***consultation and dialogue with NAN members when potential or actual conflicts of interests are determined by the Committee to be detrimental and/or contrary to the interests and mission of the Academy; and***
- ***make recommendations to the Board of Directors should formal Board action be required to manage, reduce, or eliminate conflict of interests affecting the Academy.***

***To seat the initial Conflict of Interest Committee, the Chairperson will not be required to be a previous member and will serve a three year term. The four additional Committee members shall be appointed by the Chairperson to staggered terms (Member A shall serve a 1-year term, Members B and C shall serve 2-year terms, Member D shall serve a 3-year term) so that at least one member will be rotating off the committee each year.***