
Conflict of Interest Policy

Intent

Public confidence is vital to the Collaborative's ability to achieve its mission of spreading Communication and Resolution Programs throughout healthcare. Conflicts of interest, both actual and perceived, can undermine this public trust. Therefore, a Conflict of Interest Policy has been developed to address actual or potential conflicts of interest for board members, the executive director, and other staff of the Collaborative for Accountability and Improvement. While this policy applies specifically to those in a position to influence the decisions of the Collaborative, in all that it does, the Collaborative should strive to avoid even the appearance of impropriety. Those affiliated with the Collaborative but not in leadership positions should also strive to uphold these principles.

To ensure a robust, transparent process is in place to address the potential for conflicts of interest, the Collaborative for Accountability and Improvement has taken the following steps:

- Language regarding conflict of interest is included in the board's bylaws, which limits business transactions with board members, the executive director, and staff and requires a process for disclosure of potential conflicts. The policy requires board members to abstain from decisions that present a potential conflict.
- The organization has a disclosure procedure that a board member, the executive, or a consultant/volunteer must utilize to disclose any issue that may constitute a potential conflict of interest.
- The organization has a process for deciding whether a potential conflict is, in fact, a conflict, and if so, what steps should be taken in response.
- The executive director will establish procedures, such as program policies, competitive bids, and formal hiring practices, which ensure that the organization is acting without any conflicts of interest.
- All proposed sources of income for the Collaborative will be reviewed and approved by the board in advance.
- Each board meeting begins with an invitation to board members to disclose any conflicts or potential conflicts that may be relevant to that meeting's agenda.

Conflict of Interest Disclosure Procedures

I. Definitions

A. Conflict of Interest - A conflict of interest may exist when the interests, decisions, or concerns of an interested party may be seen as competing with the interests or concerns of the Collaborative or create the appearance of impropriety that could cast the Collaborative in a bad light. The board will review all information related to a potential conflict of interest and make a determination as to whether or not a conflict exists or whether the appearance of impropriety is present and what the board will or will not

engage in as a result. The variety of situations that raise conflict of interest concerns include, but are not limited to, the following:

1. Financial Interests - A conflict may exist where an interested party directly or indirectly benefits or profits as a result of a decision, policy or transaction made by the Collaborative. Examples include situations where:

- The Collaborative contracts to purchase/lease goods, services, or property from an interested party.
- The Collaborative offers employment to an interested party, other than a person who is already employed by the Collaborative.
- An interested party uses their relationship with the Collaborative to obtain employment, a contract or other benefit.
- An interested party is provided use of the facilities, property, or services of the Collaborative in a manner that would not be available to other community members.
- The Collaborative adopts a policy or makes a decision that specifically creates a financial benefit to an interested party.

2. Other Interests - A conflict also may exist where an interested party obtains a non-financial benefit or advantage that he/she would not have obtained absent his/her relationship with the Collaborative.

Examples include where:

- An interested party seeks to make use of confidential information obtained from the Collaborative or a Collaborative client for his/her own benefit (not necessarily financial).
- The Collaborative adopts a policy that provides a significant nonfinancial benefit to an interested party.

B. Indirect Benefit - An indirect benefit is:

- A benefit derived by a close friend, family member, business associate, or a corporation, partnership, or other organization in which an interested party holds a significant interest.

C. Interested Party - An interested party is any party to whom this policy applies, including board members, the executive director, staff, volunteers, and consultants.

1. Volunteer - A volunteer is an individual affiliated in some way with the Collaborative but not part of the board or staff and not receiving payment from the Collaborative. Examples include committee and workgroup members.

2. Consultant - A consultant is a non-staff individual who receives payment from the Collaborative for performing a specific service.

II. Application of Policy

This policy is intended to supplement, but not replace, federal and state laws governing conflicts of interest applicable to nonprofit corporations, as well as the [UW Medicine Board Conflict of Interest Policy](#). It applies to all interested parties.

III. Disclosure of Potential Conflicts of Interest

An interested party is under a continuing obligation to disclose any potential conflict of interest as soon as it is known or reasonably should be known.

Board members and the executive director complete an Affirmation of Compliance form (Appendix B) when they join the board or staff and annually thereafter.

Any interested party completes the Disclosure of Potential Conflict of Interest Statement (Appendix A) to disclose any potential conflicts of interest.

It is the responsibility of an interested party to report any new potential conflict of interest that have arisen in between annual disclosures by submitting a supplemental Disclosure of Potential Conflict of Interest Statement (Appendix A).

Disclosure Statements and Affirmations of Compliance will be submitted as follows:

For board members, the disclosure statements will be provided to the chair of the Conflict of Interest (COI) Committee.

The COI Committee chair's disclosure statement shall be provided to the president of the board.

In the case of staff and consultants/volunteers, the disclosure statements shall be provided to the executive director.

In the case of the executive director, the disclosure statement shall be provided to the chair of the COI Committee.

The chair of the COI Committee or the person designated by the board as the reviewing official is responsible for bringing potential conflicts to the attention of the board or the executive. The president of the board shall file copies of all disclosure statements with the official corporate records of the Collaborative.

IV. Procedures for Review of Potential Conflicts

Whenever there is reason to believe that a potential conflict of interest exists between the Collaborative and a board member or the executive director, the board shall determine the appropriate response. The designated reviewing official has a responsibility to bring a potential conflict of interest to the attention of the board for action at the next regular meeting of the board or during a special meeting called specifically to review the potential conflict of interest. The Collaborative shall refrain from acting until such time as the proposed action, policy or transaction has been approved by the disinterested members of the board.

Whenever there is reason to believe that a potential conflict of interest exists between the Collaborative and a consultant/volunteer, the executive director shall determine the appropriate response. The executive director shall report to the COI Committee chair the results of any review and the action taken. The chair shall determine whether any further board review or action is required.

V. Procedures for Addressing Conflicts of Interest

The following procedures shall apply:

An interested party who has a potential conflict of interest with respect to a proposed action, policy or transaction of the corporation shall not participate in any way in, or be present during, the deliberations and decision-making vote of the Collaborative. However, the interested party shall have an opportunity to provide factual information about the proposed conflict and/or action, policy or transaction. Also, the board may request that the interested party be available to answer questions.

The disinterested members of the board may approve the proposed action, policy or transaction upon finding that it is in the best interests of the Collaborative. The board shall consider whether the terms of the proposed action, transaction or policy are fair and reasonable to the Collaborative and whether it would be possible, with reasonable effort, to find a more advantageous arrangement with a disinterested party.

Approval by the disinterested members of the board shall be by vote of a majority of directors in attendance at a meeting at which a quorum is present. An interested party shall not be counted for purposes of determining whether a quorum is present, or for purposes of determining what constitutes a majority vote of directors in attendance.

The minutes of the meeting shall reflect that the conflict disclosure was made to the board, the vote taken and, where applicable, the abstention from voting and participation by the interested party. Whenever possible, the minutes should frame the decision of the board in such a way to provide guidance for consideration of future conflict of interest situations.

VI. Violations of Conflict of Interest Policy

If the board or executive director (for consultants/volunteers) has reason to believe that an interested party has failed to disclose a potential conflict of interest, it shall inform the person of the basis for such belief and allow the person an opportunity to explain the alleged failure to disclose.

If the board or executive director (for consultant/volunteers) decides that the interested party has in fact failed to disclose a possible conflict of interest, the board shall take such disciplinary and corrective action as the board shall determine.

POTENTIAL CONFLICT OF INTEREST DISCLOSURE STATEMENT

Please complete the questionnaire below, indicating any potential conflicts of interest. If you answer "yes" to any of the questions, please provide a written description of the details of the specific action, policy or transaction in the space allowed. Attach additional sheets as needed.

A conflict may exist where an interested party directly or indirectly benefits or profits as a result of a decision, policy or transaction made by the Collaborative. The interested party would not have obtained this benefit were it not for his/her relationship with the Collaborative.

- Has the Collaborative proposed to contract or contracted to purchase or lease goods, services, or property from you or from any of your relatives or associates?

- Board members/executive director only: Has the Collaborative offered employment to you or to any of your relatives or associates?

- Have you used your relationship with the Collaborative to obtain a contract, employment for yourself or any of your relatives or associates, from a person or entity that does business with the Collaborative?

- Have you or any of your relatives been provided use of the facilities, property, or services of the Collaborative in a way that is not available to others who benefit from the organization's services?

- Have you, a relative or an associate been in a position to benefit financially from an action, policy or transaction made by the Collaborative?

- Other issues or situations not addressed above _____
- _____
- _____

Name (Please print) _____

Signature _____

Date _____

POTENTIAL CONFLICT OF INTEREST DISCLOSURE STATEMENT

If you answered "yes" to any of the questions, please provide a written description of the details of the specific action, policy or transaction in the space below:

CONFLICT OF INTEREST AFFIRMATION OF COMPLIANCE

I have received and carefully read the Conflict of Interest Policy for board members, the executive director, and managers. I have considered not only the literal expression of the policy, but also its intent. By signing this affirmation of compliance, I hereby affirm that I understand and agree to comply with the Conflict of Interest Policy. I further understand that the Collaborative is a program of UW Medicine, a nonprofit organization, and that in order to maintain its federal tax exemption it must engage primarily in activities that accomplish one or more of its tax-exempt purposes without personal inurement or benefit by board members, consultants/volunteers or staff (other than by salary).

I hereby state that I do not have any conflict of interest, financial or otherwise that may be seen as competing with the interests of the Collaborative, nor does any relative or associate have such a potential conflict of interest.

If any situation should arise in the future that I think may involve me in a conflict of interest, I will promptly and fully disclose in writing the circumstances to the chair of the COI Committee or to the executive director, as applicable.

I further certify that the information set forth in the Disclosure Statement and attachments, if any, is true and correct to the best of my knowledge, information and belief.

Name (Please print) _____

Signature _____

Date _____

Annual Review and Reaffirmation

Signature _____

Date _____

Signature _____

Date _____

Signature _____

Date _____