AMERICAN THYROID ASSOCIATION (ATA) BOARD AND COMMITTEE MEMBERS, GUIDELINES COMMITTEE MEMBERS AND EDITORS

Individuals who become officers, directors, committee member, staff, etc. and "agents" of not-for-profit organizations are subject to the laws pertaining thereto, individually and collectively, and must conduct themselves in accord with these requirements.

Rules of Conduct

Antitrust
The Sherman Act, the Robinson-Patman Act, the Clayton Act and the FTC Act are among the major federal antitrust laws prohibiting all contracts, combinations or conspiracies to restrain trade. Not-for-profit organizations which improperly deny or expel members, set standards, sponsor certification programs, endorse products or services or otherwise advantage or disadvantage individuals or organizations may find themselves in violation of antitrust laws. Even discussion of collective action, pricing or other issues that could lessen or increase competitive advantage can subject the Association to litigation and fines.

Organization officers and directors must maintain control of meetings, at least to the degree that participants do not engage in conversation and/or activities which violate these laws.

Conflicts of Interest
State laws define this issue in different ways. However, all of these laws essentially prohibit individuals using their positions in not-for-profit organizations to advantage themselves of anyone other than "the membership." In other words, it must be the organization's purpose and the officer's and director's purposes to serve the "common good" of all or the majority of members, and they must not seek to advantage themselves or any minority at the expense of the majority.

Should Board of Directors members or any agents (committee member, staff, etc.) find themselves in a conflict of interest, they must announce/acknowledge their conflict and withdraw themselves from discussion of or voting on such issues.

Board of Directors members and staff shall remove themselves from circumstances that have the appearance of conflict of interest.

Board of Directors members and staff may seek exemption from this conflict of interest policy
under certain specific circumstances by disclosure to the ATA Board of Directors. Board of Directors members and staff who hold personal beliefs, values, or commitments that are contrary to the purposes of an organization are conflicted and shall declare their conflict.

Informed, Reasoned Decisions
All officers and directors shall make informed and reasoned decisions. Officers, directors, and staff shall be thoroughly informed, free of undue haste, actively involved in debate and deliberations, and aware of all related legal documents and implications before making decisions. They shall maintain documentation and require involvement of experts (e.g. accountants, lawyers, staff) whenever such perspective is required to make informed and reasoned decisions.

Supervision
Directors shall not manage the daily administrative affairs of the organization. However, Board of Directors members cannot completely delegate or avoid responsibility for conducting the business of the organization.

Directors shall require access to and maintain a working knowledge of the affairs, policies and assets of the organization.

Confidentiality
Board of Directors activities and discussions shall be conducted in a manner that encourages and ensures confidentiality and trust. Board of Directors members who fail to be candid and/or maintain confidences may be removed from the Board of Directors.

Board of Directors members and staff shall not regularly engage in discussions that must be kept from the members and/or other interested parties. Discussion of member applicants, staff compensation, and other sensitive matters shall be held confidential. Individuals presiding over Board of Directors, committee and other meetings shall avoid regular discussion of "confidential" issues.

Chain of Command
Concerns regarding COI should be reported to the Secretary/COO or Executive Director or President. The concern would then be discussed by Executive Committee and/or Board of Directors as required.
AMERICAN THYROID ASSOCIATION BOARD OF DIRECTORS CODE OF CONDUCT

BOARD MEMBER AGREEMENT

AS A MEMBER OF THE ATA BOARD OF DIRECTORS, I WILL:

1. Acknowledge conflicts of interest between my personal and professional life and my position on the Board of Directors, and abstain from voting or attempting to influence issues in which I am conflicted;
2. represent all those whom this organization serves and not a particular geographic area or interest group;
3. consider myself a "trustee" of the organization and do my best to ensure that it is well-maintained, financially secure, and always operating in accord with our stated objectives and in the best interests of those we serve;
4. respect and support all majority decisions of the Board of Directors;
5. recognize that all authority is vested in the Board of Directors;
6. keep well-informed of developments relevant to issues that may come before the Board of Directors;
7. participate actively in Board meetings and actions and not discuss elsewhere what I am unwilling to discuss in Board meetings;
8. bring to the attention of the Board any issues I believe will have a significant effect on our organization or those we serve;
9. attempt to interpret the needs of all those we serve to the ATA Board of Directors;
10. refer complaints directly to the proper level on the chain of command;
11. recognize my job is to ensure that the organization is well-managed, not necessarily to manage the organization;
12. always work to learn how to do my job better;
13. listen carefully to my fellow Board members; and,
14. carefully consider and respect the opinions of my fellow Board members.

AS A MEMBER OF THE ATA BOARD OF DIRECTORS, I WILL NOT:

1. be disrespectful of fellow Board members or their opinions, in or out of the Board of Directors room;
2. use the organization or my position for my personal advantage or that of my friends, relatives or associates;
3. discuss the confidential proceedings of the Board of Directors outside the Board room;
4. promise how I will vote on any issue before hearing the discussion and becoming fully informed;
5. interfere with the duties of staff or undermine the authority of our chief staff executive to perform his/her duties; and
6. speak for or on behalf of the organization unless specifically authorized to do so.
FINANCIAL DISCLOSURE & DUALITY OF INTEREST

STATEMENT OF STANDARDS

Board of Directors, Committee and Task Force members, and office staff of the ATA shall submit annually Conflict-of-interest Statements and, if not previously disclosed, shall make disclosure before any relevant Board of Directors, Committee or Task Force action. Financial disclosure and duality of interest is relevant for the prior 12 months to statement.

Conflict-of-interest Statements shall be reviewed by the Secretary/COO, or by Committee or Task Force Chairs who will attempt to resolve any actual or potential conflict(s) and, in the absence of resolution, refer the matter to the ATA Board of Directors.

The Conflict-of-Interest statement will describe all relationships with companies that make products relevant to the decisions and discussions engaged in as a Director or officer on the ATA Board of Directors, or Committee or Task Force Chair or member, specifying the type of relationship (e.g., consulting, paid speaking, grant support, equity, and patents) that exists with each company.

When uncertainty exists about the existence of conflict or about the perception of conflict of interest, the Officer or Director, or Committee or Task Force Chair should bring the matter to the attention of the Board of Directors (or to a committee of senior members appointed annually for this purpose, by the President).

The Ethics Advisory Committee may also be consulted at the discretion of the Secretary/COO or President.

CONFLICT OF INTEREST POLICY

STATEMENT OF POLICY

No Board of Directors, Committee or Task Force member shall use his or her position, or the knowledge gained there from, in such a manner that a conflict between the interest of the ATA or any of its affiliates and his or her personal interests arises. Each Board of Directors, Committee or Task Force member has a duty to place the interest of the ATA foremost in any dealings with the organization and has a continuing responsibility to comply with the requirements of this policy.

Board of Directors, Committee or Task Force members may not obtain for themselves, their relatives, or their friends a material interest of any kind from their association with the ATA.

If a Board of Directors, Committee or Task Force member has an interest in a proposed transaction with the ATA in the form of a significant personal financial interest in the transaction or in any organization involved in the transaction or holds a position as trustee, director, or officer in any such organization, he or she must make full disclosure of such interest before any discussion or negotiation of such transaction.

Any Board of Directors, Committee or Task Force member who is aware of a potential conflict of interest with respect to any matter coming before the Board of Directors, Committee or Task Force shall not be present for any discussion of or vote in connection with the matter.
This Conflict of Interest Policy of the American Thyroid Association, Inc.: (1) defines conflicts of interest; (2) identifies classes of individuals within the Organization covered by this policy; (3) facilitates disclosure of information that may help identify conflicts of interest; and (4) specifies procedures to be followed in managing conflicts of interest.

1. Definition of conflicts of interest
   A conflict of interest arises when a person in a position of authority within the Organization may benefit financially from a decision he or she could make in that capacity, including indirect benefits to family members or businesses with which the person is closely associated. This policy is focused upon material financial interest of, or benefit to, such persons.

2. Individuals covered
   Persons covered by this policy are ATA officers, editors of ATA journals, directors, committee chairs and guidelines task force chairs and members, chief employed executive, chief employed finance executive, and ATA office staff.

3. Facilitation of disclosure
   Persons covered by this policy will annually disclose or update to the Secretary/COO of the Board of Directors, on a form provided by the Organization, their interests that could give rise to a conflict of interest or appearance thereof. Pertinent interests include substantial business or investment holdings, and other transactions or affiliations with businesses and other organizations or those of family members.

   Anyone marking relevant industry relationship(s) on the disclosure form will be asked for additional information in order to assess if the relationship is of a level that there is an appearance of potential COI. After review, a determination will then need to made if the COI is manageable or not. See section # 4 for additional information.

   The following are proposed as minimum criteria. ATA leadership reserves the prerogative to apply even more stringent criteria if felt appropriate to the situation. Additionally, Guidelines and Program Chair(s) may recommend more stringent criteria in attempts to provide additional safe-guards. In general, a modest financial relationship (COI) with industry is considered < $5,000 annually while a significant financial relationship (COI) is ≥$5000 annually from any one source or an aggregate of >$25,000 from multiple sources. Categories for consideration include speakers’ bureaus, consultancies, salary, direct research support to the individual, equity ownership and expert witness activities. Stock options are completely exclusionary regardless of their putative value.

   At the beginning of each Board of Directors’, Committee or Task Force meeting there will be a verbal disclosure by each director, officer, committee or task force member, and staff present. A plan to manage any perceived COI /COI should be discussed and put in place prior to the relevant issue being addressed. The plan should be recorded within the activities’ minutes and be known by all activity participants. The plan should also be promptly forwarded to the ATA Secretary/COO for review, comment and approval.
4. Procedures to Manage Conflicts

For each interest disclosed to the Secretary/COO of the Board of Directors, or Committee or Guidelines Task Force Chair, the Secretary/COO, with input from the Executive Committee as appropriate, will determine whether to: (a) take no action; (b) assure full disclosure to the Board of Directors and other individuals covered by this policy; (c) ask the person to recuse him/herself from participation in related discussions or decisions within the Society; or (d) ask the person to resign from this particular position within the Society or, if the person refuses to resign, become subject to possible removal in accordance with the ATA’s removal procedures. The ATA’s chief employed executive and chief employed finance executive will monitor proposed or ongoing transactions for conflicts of interest and disclose them to the Secretary/COO of the Board of Directors in order to deal with potential or actual conflicts, whether discovered before or after the transaction has occurred.

GOVERNANCE AND STAFF RESPONSIBILITIES FOR MANAGEMENT OF CONFLICT OF INTEREST

The Conflict of Interest sub-committee of the Board of Directors will meet to review the COI policies and to work with leaders external to the BOD to review the COI disclosures that indicate any potential or actual conflicts in the following manner:

1. COI Task force assigned at beginning of governance year (ATA annual meeting) to serve staggered terms of 3 years. (Task force will consist of 5-6 members with at least 3 members from the Board of Directors)
2. Task force reviews policy and current COI disclosures of Board of Directors, Committee Chairs and Guidelines Task Forces
3. The COI disclosures will be collected by the staff liaison responsible for the Board or Committee.
4. Completion of a COI form will be required in the following circumstances:
   a. Upon invitation to serve in any of the following capacities:
      i. ATA Leadership (Secretary, Treasurer, Board of Directors)
         • Update prior to each monthly BOD meeting
      ii. Committee Chair or Member
      iii. Journal Editor
      iv. Office Staff
4. From time of request, each individual will have 30 days in which to submit the COI.
5. New committee members will need to complete COI process prior to final approval for participation in ATA activities as defined by the ATA Industry Relationship and Conflict of Interest policy. Initial review will be done by the staff liaison, the board liaison and the committee chair.
6. If the disclosure is marked relevant, further details will be requested and COI will be discussed with the individual by either the ATA Secretary/COO or the chair(s) for further explanation.
7. Chairs are to be responsible for managing the COI throughout the discussion and process
9. If not fully resolved at the committee level, the chairs would forward COI to the executive committee and then, if necessary, forwarded to the COI task force for review and follow-up.

10. All COI disclosures will be posted to the relevant Committee WorkZone workspace.

11. The staff liaison will list COI disclosures in the manner of the ACCME – with each disclosure noted on a list of committee members and posted to the WorkZone workspace.

12. The COI disclosure list will be sent for review, update and approval before each meeting or conference call.

13. The COI task force will be responsible for reviewing all COI disclosures which appear to note a relevant industry relationship that holds any concern for potential or actual conflicts of interest.

14. At the beginning of each Board of Directors’, Committee or Task Force meeting there will be a verbal disclosure by each director, officer, committee or task force member, and staff present.

Conflict of Interest (COI) Management Protest Resolution
When a potential COI has been identified but an agreeable plan of action to handle the COI has not been achieved between the parties, the matter will be forwarded to the Secretary/COO of the Board of Directors. The case will be reviewed by the Secretary/COO, ATA Executive Committee and/or ATA Board of Directors as indicated. Additional, input may be sought from various ATA committees as appropriate. An opinion with a decision and instructions on how to proceed will then be provided to the parties involved.

Conflict of Interest Policies that Pertain to the ATA
The Officers of the ATA Board of Directors (Executive Committee), Board members, Committee Chairs and members, Guidelines Chairs and members, Editors of society journals and ATA staff will take the following steps during their terms of office to avoid actual or perceived conflicts of interest and ensure their unimpeded active involvement in issues of importance to the Association. Any exceptions to COI policy will require full Board review and approval.
ATA volunteers and staff will take the following steps during their terms of office to avoid actual or perceived conflicts of interest and ensure their unimpeded active involvement in issues of importance to the Association.

| Resign from consultancies with all pharmaceutical, laboratory diagnostic, imaging, and any other firms in the field of endocrinology and metabolism, or that otherwise interface with the Association | Officers/Executive Cmte | X | Board Members | Committee Chair(s) | Committee Members | Guidelines Chair(s) | Guidelines Members | ATA Staff | X |
|---|---|---|---|---|---|---|---|---|
| Divest themselves of equities or stock options in such firms | X | --- | --- | --- | --- | --- | --- | --- | --- |
| Accept no direct honoraria for lectures or other services from such firms | X | --- | --- | --- | --- | --- | --- | --- | --- |
| Simultaneously hold no other major leadership positions (e.g. association officer or executive committee) in other professional societies | X | --- | --- | --- | --- | --- | --- | --- | --- |
| Full and timely disclosure by the affected Board or Staff member to the Association of perceived and real conflicts of interest | X | X | X | X | X | --- | --- | --- | --- |
| Full recusal of the Board member from Association activities relevant to any relationship with industry | X | --- | --- | --- | --- | --- | --- | --- | --- |
| Avoidance of personal inurement (excess benefit or compensation related to ATA activities including from outside entities) | X | --- | --- | --- | --- | --- | --- | --- | --- |
| Reimbursement, or payment, by industry for reasonable travel costs not associated with an ATA activity are acceptable. | X | X | X | X | X | --- | --- | --- | --- |
| Program Committee Chair(s) should have no Conflicts of Interest. | X | --- | --- | --- | --- | --- | --- | --- | --- |
| Guidelines: a majority (>50%) of members shall have no direct financial or relevant indirect conflict of interest. | X | X | --- | --- | --- | --- | --- | --- | --- |
| Individuals considering membership should declare all activities and financial interests that might indicate a COI. | X | --- | --- | --- | --- | --- | --- | --- | --- |
| Every member’s COI should be discussed and managed by the Task Force prior to initiating their work, and continue to discuss each member’s potential COI before each meeting. | X | X | --- | --- | --- | --- | --- | --- | --- |
| Members should divest themselves of financial investments, and not participate in marketing activities or advisory boards where the interests could affect recommendations (per Institute of Medicine Standards, March 2011). | X | X | --- | --- | --- | --- | --- | --- | --- |
| Members with COIs are precluded from voting on topics in which they have a financial interest, and are prohibited from drafting and deciding on specific recommendations. | X | X | X | X | X | X | X | X | X |
| Public disclosure of external relationships will occur at the time of publication of Guidelines. | X | X | --- | --- | --- | --- | --- | --- | --- |
| Financial interests (speaker bureaus, consultancies, salary, direct research support, expert witness activities or equities) of >$5,000 from any one source or an aggregate of >$25,000 from multiple sources are prohibited. | X | X | --- | --- | --- | --- | --- | --- | --- |
FINANCIAL DISCLOSURE FORM

Each ATA volunteer is required to complete this form. The interest extends to those areas relevant to decisions that, broadly viewed, could be construed as constituting a conflict of interest or the appearance thereof. The information will be used only in paraphrase to write disclosure statements. If nothing to disclose, please sign to so indicate.

Signature: ____________________________________________________________

Please Review Carefully -- COMPLETE EACH SECTION

I. Do you, your spouse or legally recognized domestic partner, or dependent children currently (within the past 12 months) have a financial interest* with any commercial interests**?

YES □ NO □

II. I/We have the following financial interests*, arrangements, or affiliations with the following commercial interests** ($- please fill in the Research Support amount, or record the letter of the appropriate financial category A= <$5K, B= $5k-$10k, C= $10k-$20K, D= >$20K. Please check in appropriate box if relationship is relevant*** to your participation in this activity; if additional space is needed, please attach):

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*Financial Relationships are those relationships in which the individual benefits by receiving a salary, royalty, intellectual property rights, consulting fee, honoraria, ownership interest (e.g. stocks, stock options or other ownership interest, excluding diversified mutual funds), or other financial benefit. Financial benefits are usually associated with roles such as employment, management position, independent contractor (including contracted research), consulting, speaking and teaching, membership on advisory committees or review panels, board membership, and other activities from which remuneration is received, or expected.

** A Commercial Interest is any proprietary entity producing health care goods and services with the exception of non-profit or government organizations and non-health care related companies.

*** Relevant Financial Relationships. The ACCME defines “relevant’ financial relationships” as financial relationships in any amount occurring within the past 12 months that create a conflict of interest. This includes any relationship that could be potentially perceived as a conflict of interest.

**** Other includes patents and/or royalties, serving as an expert witness, or other activities for a commercial sponsor.

III. I attest that I am not receiving direct payments from a commercial entity with respect to this activity.

Signature ____________________________________ Date______________

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2 http://www.nap.edu/catalog/13058/clinical-practice-guidelines-we-can-trust