



OTA Conflict of Interest Policy

ARTICLE I

Purpose:

The purpose of this Board's conflict of interest policy is to protect the interests of the organization in all matters where a potential conflict may exist; especially when contemplating entering into a transaction or arrangement that might benefit the private interests of an officer or director by creating unfair personal advantages with regard to industrial, institutional or political relationships; or by the failure to disclose concurrent relationships that potentially conflict with the mission, values or governance of the OTA (referred to as 'conflict of commitment').

The OTA bylaws mandate that the Board's governance provides continued review and monitoring of potential conflicts with regard to intellectual information presented at national meetings, educational offerings and sponsored research. The policy recognizes the educational level of its members and their individual capability to determine what may represent a conflict. This policy also recognizes that all potential conflicts may not be clearly identifiable, and the Board will strive, at all times, to identify and protect the interests of the organization. Finally, this policy recognizes the Standard of Conduct and the Board agrees to abide by the provisions as outlined below.

This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

ARTICLE II

Definitions:

1. Interested Person

Any director, board member, or committee chair with governing board delegated powers, who has a direct or indirect financial interest or commitment, as defined below, is an interested person.

2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
- b. A compensation arrangement with any entity or individual with which the Organization has a transaction or arrangement, or
- c. A proposed ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

3. Conflict of Commitment

During the tenure of the OTA leadership position, any member being considered for or in a leadership position must disclose concurrent board or committee chair appointments in any other professional organization deemed potentially competitive to the mission of the OTA.

A 'financial interest' or 'conflict of commitment' is not necessarily a conflict of interest. A person who has a financial interest or conflict of commitment may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

ARTICLE III

Procedures:

As stipulated in the OTA Mandatory Disclosure Program, members of the OTA Board of Directors, Committees, Project Teams or other official OTA groups (collectively "OTA governance groups"), has the obligation to disclose all potentially conflicting interests at least semi-annually. A list of all participants in OTA governance groups, along with their disclosures, will be included in all meeting materials. Participants in OTA governance groups have an obligation to indicate any potential conflicts they may have during discussions affecting their personal interests during the meeting of the OTA governance group.

Based on the information provided in the Disclosure Program and/or upon a further review, the chair of the OTA governance group may determine that the participant shall:

- a) Disclose the conflict and continue to participate fully in the OTA governance group's deliberations
- b) Disclose the conflict, but abstain from discussing and voting on the matter; or
- c) Disclose the conflict and leave the room until the matter has been fully discussed and acted upon.

ARTICLE IV

Records of Proceedings:

The minutes of the Board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial or commitment interest in connection with an actual or possible conflict of interest, the nature of the financial/commitment interest, any action taken to determine whether a conflict of interest was present, and the Board's or Executive Committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

ARTICLE V

Recusal from Voting:

A voting member of any committee whose jurisdiction includes allocating and/or distributing OTA resources is precluded from voting on matters pertaining to the distribution of awards, funding or compensation that could potentially benefit the voting member or his/her interests or institutions.

ARTICLE VI

Affirmation of Understanding of OTA Policies:

1. Each director, principal officer and member of a committee with Board delegated powers shall annually sign a statement which affirms such person:
 - a. Has received a copy of the conflict of interest policy and code of conduct.
 - b. Has read and understands the policy and code.
 - c. Has agreed to comply with the policy by signing the compliance agreement. (Attachment)
2. If at any time during the year, the information in the annual statement changes materially, the director shall disclose such changes and revise the annual disclosure form.
3. The appropriate governance Committee shall regularly and consistently monitor and enforce compliance with this policy.