



## ASSOCIATION OF MATERNAL & CHILD HEALTH PROGRAMS

### Conflict of Interest Policy

[Adopted on June 25, 2009 by the AMCHP Board of Directors]

The purpose of the following policy and procedures is to complement the AMCHP By-Laws and prevent the personal interest of staff members, board members, and volunteers from interfering with the performance of their duties to AMCHP, or result in personal financial, professional, or political gain on the part of such persons at the expense of or its members, supporters, and other stakeholders.

### DEFINITIONS

*Conflict of Interest* (also *Conflict* in this document) means a conflict, or the appearance of a conflict, between the private interests and official responsibilities of a person in a position of trust within the past year. Persons in a position of trust include staff members, officers, and board members of AMCHP. Board means the Board of Directors. Officer means an officer of the Board of Directors. Volunteer means a person -- other than a board member -- who does not receive compensation for services and expertise provided to and retains a significant independent decision-making authority to commit resources of the organization. Staff Member means a person who receives all or part of her/his income from the payroll of AMCHP. Member means a Member of AMCHP. Supporter means corporations, foundations, individuals, 501 (c) (3) nonprofits, and other nonprofit organizations who contribute to AMCHP.

### POLICY AND PRACTICES

Full disclosure, by notice in writing, shall be made by the interested parties to the full Board of Directors in all conflicts of interest, including but not limited to the following:

A board member is related to another board member or staff member by blood, marriage or domestic partnership.

1. A staff member in a supervisory capacity is related to another staff member whom she/he supervises.
2. A board member or their organization stands to benefit from an transaction or staff member of such organization receives payment from for any subcontract, goods, or services other than as part of her/his regular job responsibilities or as reimbursement for reasonable expenses incurred as provided in the bylaws and board policy.

3. A board member's organization receives grant funding from AMCHP.

Following full disclosure of a possible conflict of interest or any condition listed above, the Board of Directors shall determine whether a conflict of interest exists and if so, the Board shall vote to authorize or reject the transaction or take any other action deemed necessary to address the conflict and protect AMCHP's best interests. Votes shall be by a majority vote without counting the vote of any interested director, even if the disinterested directors are less than a quorum provided that at least one consenting director is disinterested.

A Board member or Committee member who is formally considering employment with AMCHP must take a temporary leave of absence from their Board or Committee position until the position is filled. Such a leave will be taken within the Board member's elected term which will not be extended because of the leave. A Board member or Committee member who is formally considering employment with AMCHP must submit a written request for a temporary leave of absence to the Secretary of the Board, c/o the AMCHP office, indicating the time period of the leave. The Secretary of will inform the Chair of the Board of such a request. The Chair will bring the request to the Board for action. The request and any action taken shall be reflected in the official minutes of the Board meeting.

An interested Board member, officer, or staff member shall not participate in any discussion or debate of the Board of Directors, or of any committee or subcommittee thereof in which the subject of discussion is a contract, transaction, or situation in which there may be a perceived or actual conflict of interest. However, they may be present to provide clarifying information in such a discussion or debate unless objected to by any present board or committee member.

Anyone in a position to make decisions about spending AMCHP's resources (i.e., transactions such as purchases contracts) - who also stands to benefit from that decision - has a duty to disclose that conflict as soon as it arises (or becomes apparent); s/he should not participate in any final decisions. A copy of this policy shall be given to all Board members, staff members, volunteers or other key stakeholders upon commencement of such person's relationship with or at the official adoption of stated policy. Each board member, officer, staff member, and volunteer shall sign and date the "AMCHP Conflict of Interest Statement" form at the beginning of her/his term of service or employment and each year thereafter. Failure to sign does not nullify the policy.

This policy and disclosure form must be filed annually by all specified parties.

**AMCHP**  
**AMCHP Conflict of Interest Statement**

All AMCHP directors must complete annually a Conflict of Interest Statement that discloses any existing or potential relationships that may lead to an actual or perceived conflict of interest. Board members are responsible for informing the Governance Committee chair of any subsequent changes in a timely manner.

The Governance Committee chair will review all Conflict of Interest Statements. These statements may be distributed to the Board of Directors and Chief Executive Officer and also may be disclosed publicly on request. Requests by a board director that any portion of this statement be kept confidential will be evaluated on a case-by-case basis.

**Name:**

**Board Position:**

**Do you have any direct or indirect personal financial interest - through personal business, investment or family – in any AMCHP matters? If yes, please describe the nature of your interest, the organizations involved and AMCHP’s interest in the issue.**

Yes \_\_\_\_\_ No \_\_\_\_\_

**Have you received any compensation from AMCHP for services (other than reimbursement for travel to AMCHP Board Meetings)?**

Yes \_\_\_\_\_ No \_\_\_\_\_

**Have you disclosed any information that would promote personal profit or provide improper or personal advantage to individuals or organizations that have an interest before AMCHP? If yes, please describe.**

Yes \_\_\_\_\_ No \_\_\_\_\_

I have read the AMCHP Conflict of Interest Policy. My answers to this questionnaire are correctly stated to the best of my knowledge and belief. Should a possible conflict of interest arise in my responsibilities to AMCHP, I recognize that I have the obligation to notify the chair of the Governance Committee and to abstain from any participation in the matter until the committee can determine how to proceed. I agree to report to the chair of the Governance Committee any information that changes my responses to the questions listed above.

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

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

## AMCHP Code of Conduct

*Proposed by Governance Committee 2/19/05; Adopted by the Board of Directors 2/23/05*

This code of conduct requires that all officers, directors, employees and volunteers of the organization must, in the course of carrying out the organization's activities:

- Behave with honesty and integrity
- Act with care and diligence
- Treat everyone with respect and courtesy, and without harassment
- Comply with all applicable federal, state and local laws and regulations
- Comply with the organization's policies
- Comply with all lawful and reasonable direction given by someone in the organization who has authority to give the direction
- Never provide false, misleading or incomplete information in response to a request for information that is made for official purposes
- Use organization resources in a proper manner
- Never make improper use of inside information of the individual's duties, status, power or authority
- Behave in a manner that upholds the organization's values and good reputation
- Report all known or suspected violations of this code of conduct or other acts described in the organization's policy on suspected misconduct.

In the fulfillment of these requirements, every officer, director, employee and volunteer of the organization should be able to unequivocally answer "yes" in response to each of the following questions with respect to all activities carried out as a representative of the organization:

- Is my action legal and in compliance with all applicable laws and regulations?
- Is my action ethical?
- Does my action comply with all organizational policies?
- Am I sure that my action does not in any way *appear* to be inappropriate to anyone who may observe my behavior?
- Am I certain that I would not be embarrassed or compromised if my action became known within the organization or publicly?
- Am I sure that my action meets my personal code of ethics and behavior?
- Would I feel comfortable defending my actions on the evening news?

In addition to being able to respond affirmatively to each of the proceeding questions with respect to all your actions, you should strive to respond "yes" to one additional question with respect to as many activities as possible:

Does my action meet a standard of behavior that surpasses all enforceable laws, policies and rules to achieve an exemplary level of ethical behavior that the organization would be proud of?

*I have read and understand the above Code of Conduct.*

**Those unable to comply with the Code of Conduct can be removed from their positions.**

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date

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