

APhA FOUNDATION CONFLICT-OF-INTEREST POLICIES AND DISCLOSURE STATEMENT *

*Based on APhA CONFLICT-OF-INTEREST POLICIES AND DISCLOSURE STATEMENT. Abstracted with permission.

1. No Director or committee member of the Foundation shall vote on any Foundation matter that will more than insignificantly affect, financially or otherwise, that individual or a member of that individual's family or the individual's employer. (For example, voting on matters which will affect an organization of which the individual and his/her family owns at least 10% of the stock of the organization would be more than insignificant.)
2. No Director or committee member of the Foundation shall vote on any Foundation matter which will materially affect, financially or otherwise, any competitor or any customer of the Foundation for which that individual acts or serves in the capacity of an employee, a stockholder, a Director, an owner, a partner, a committee member, or such other similar position.
3. Except as provided by the Foundation Bylaws or approved by the Board of Directors, no full or part-time employee, officer, or consultant of the Foundation shall act or serve as a voting member of the Board of Directors.
4. No Director or committee member during his/her term may represent himself/herself or any other party in negotiations or other dealings with the Foundation on any matter. This would include proposals, projects, employment opportunities and other related Foundation matters.
5. The Board of Directors must approve the employment of any individual by the Foundation who has been actively involved in the governance of the Foundation within the preceding two (2) years.
6. No Director or committee member shall at any time disclose to others or use for that individual's benefit or the benefit of others any confidential or proprietary information owned, possessed or used by the Foundation, except as authorized by the Foundation and for its benefit.
7. Every Director shall complete and sign at the first Board of Directors meeting following the Annual Meeting an annual disclosure statement developed by General Counsel and approved by the Board of Directors. This disclosure statement must then be filed with the Foundation's General Counsel, who will make a determination as to whether there are any potential conflicts of interest and, if appropriate, discuss the matter with the Director, and if General Counsel deems it necessary, other appropriate individuals. These disclosure statements shall be kept in a confidential file at General Counsel's place of business.

General Counsel will compile a list of entities reported by Directors on their Disclosure Forms without attribution to any Director. That list shall then be circulated to all Directors for their review and comments as they may determine. All Directors shall provide updates on information, as necessary, to General Counsel at each Board meeting.

8. In the sole discretion of the Board of Directors, any Director with an actual or potential conflict of interest may be excluded from participation in the matter under discussion, from voting on the matter, or both. Such Director may also be removed from office as prescribed by laws. [Note: We need to check Foundation Bylaws to see if such action is addressed.] In the sole discretion of the chairman of any committee, any committee person with an actual or potential conflict of interest may be excluded from any participation in the matter under discussion, from voting on the matter, or both.

- 9 In the event a Director perceives that he or she may be involved in activities or organizations which constitute either a real or apparent conflict of interest in terms of his or her continued service as a member of the Board of Directors, he or she should take prompt action to resolve the conflict by: a) terminating the conflicting activity or organizational association; b) excusing him/herself from consideration or voting in any matter related to the conflict; or c) resigning from the Board of Directors. If any question arises as to whether a particular activity or organizational association constitutes a conflict of interest for a Director or whether the Director has adequately addressed the issue, the question is submitted to the Board of Directors for resolution. The Board of Directors may take such actions as it deems appropriate, including removal as allowed by law. All disclosures of conflict of interest will be handled in Executive Session.
- 10 Additionally, during the course of a meeting of the Board of Directors, any member of the Board of Directors may request that any other member absent him/herself from any portion of the meeting during which any issue pertaining to the individual's conduct, financial interest, or employment, as well as any real or apparent conflict of interest, will be the subject of discussion, and in the event of such a request, the member shall absent him/her self. If such discussion should result in any adverse comment or decision, the absent Director will be so advised and permitted an opportunity to present additional information in explanation or rebuttal.
- 11 A two-thirds (2/3) vote of the Board is required to decide all questions related to conflict-of-interest matters.

The Disclosure Statement is provided as Addendum 1-A at the end of this Section.

ADDENDUM 1-A

DISCLOSURE STATEMENT

Name: _____

Elected Office: _____

PLEASE RESPOND FULLY TO EACH QUESTION.

1. State name(s) and address(es) of current employer(s), principal business activity(ies), your position(s), and title(s):

2. Describe your work activities and specifically note any conflicts that may exist relative to the work you do for the Foundation:

3. Does your employer have any business or financial dealings with the Foundation?
 Yes No If yes, describe in detail:

4. Do you receive any money from the Foundation for services rendered, such as honoraria, consulting fees, payments for writing, etc.?
 Yes No If yes, state amount and what services are rendered.
(Do not include any expense reimbursements)

(continued)

5. Do you hold any office in any health-related organization or regulatory body?

Yes No If yes, state organization, office held, and term of office:

6. Do you serve as a consultant or advisor to any health-related organization (including PBMs, HMOs, etc.), pharmaceutical manufacturer, or third party administrator?

Yes No If yes, state name of organization and nature of services provided:

7. Do you know of any factors or circumstances related to your service to the Foundation that may create an actual or potential conflict of interest with other activities in which you are currently engaged?

Yes No If yes, describe the details of the circumstances:

Signature: _____

Date: _____

Please send completed form to:

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