

Oley Foundation Conflict of Interest Policy Board of Directors, Staff, and Ambassadors

CONFLICT OF INTEREST POLICY & DISCLOSURE STATEMENT

Under the Oley Foundation Conflict of Interest Policy, all individuals applying to serve on the Foundation's Board of Directors, in an Ambassador volunteer position, or as staff must complete the Conflict of Interest Compliance and Disclosure Statement, which is included at the end of this document.

SECTION 1. PREFACE

The effectiveness of Oley Foundation programs and services and the Foundation's ability to positively influence home parenteral and enteral nutrition (HPEN) consumer care and outcome is dependent on the voluntary participation of its members. The Oley Foundation prides itself on a high level of member—both consumer/patient and professional—involvement and wishes to continue this extraordinary level of participation.

In order to assure credibility and effectiveness, the Foundation must ensure the integrity of deliberations and decisions and maintain sensitivity to and vigilance for conflict of interest. Conflict of interest arises whenever personal or professional interests are potentially at odds with the best interests of the Foundation. Conflict of interest is difficult to define, yet many people think they know it when they see it. Many conflicts fall into a gray area of ethics, where public perception can be the determining factor.

Given the complexity of the healthcare environment and its finances, consumers and/or professionals are likely to have a potential conflict at some point in time. The Foundation does not view the existence of other interests or commitments as necessarily implying bias or decreasing the value of an individual's participation in the Foundation activities. This policy is intended to help identify circumstances that may create conflicts or apparent conflicts and to respond appropriately to prevent their influencing Foundation activities.

SECTION 2. COVERED INDIVIDUALS

This conflict of interest policy pertains to all individuals holding the following positions in the Oley Foundation:

- Board of Directors
- Oley Ambassador Volunteers
- Staff

SECTION 3. POTENTIAL CONFLICT OF INTEREST

Definitions:

Commercial Interest: an entity producing, marketing, re-selling, or distributing healthcare goods or services consumed by or used on patients.

Providers of clinical service directly to patients are not considered commercial interests. This includes: some 501c non-profit organizations, government organizations, non-healthcare related companies, liability insurance providers, group medical practices, for-profit hospitals, for-profit rehabilitation centers, for-profit nursing homes, blood banks, and diagnostic laboratories.

Potential Conflict of Interest or commitments include, but may not be limited to:

- 3.1 Serving a commercial interest as a paid or non-paid consultant or employee
- 3.2 Personal holdings in any commercial interest that provides products or services related to parenteral and enteral nutrition products, equipment, devices, clinical services or pharmaceuticals designed to treat conditions related to the need for HPEN or related condition
- 3.3 Receiving support from commercial or other sources related to parenteral and enteral nutrition products, equipment, devices, clinical services or pharmaceuticals designed to treat conditions related to the need for HPEN or related condition
- 3.4 Serving in a fiduciary role for related organizations that provide products or services related to parenteral and enteral nutrition products, equipment, devices, clinical services or pharmaceuticals designed to treat conditions related to the need for HPEN or related condition
- 3.5 Serving as a paid or non-paid consultant or as a vendor to the Foundation
- 3.6 Holding investments (outside of mutual funds) in any entity that deals with the Foundation in any commercial capacity
- 3.7 Direct or indirect interest in, or relationship with, any individual or organization with which the Foundation currently has entered, or proposes to enter, into a transaction or arrangement involving the sale, purchase, lease or rental of property or other asset; the provision of services; or investments
- 3.8 Having family members or business associates that have any of the relationships described in this document

SECTION 4. PROCEDURES

It is the policy of the Oley Foundation that individuals in these positions shall, in actions taken by them on behalf of the Foundation, avoid conflicts and the appearance of such conflicts, between their personal and professional interests and the interests of the Foundation. To assure this:

- 4.1 Covered individuals will annually complete a disclosure form. Individuals will notify the Foundation if new conflicts of interest arise during the year.

It shall be the continuing responsibility of the covered individual to scrutinize their transactions and outside business interests and relationships for potential conflicts.

- 4.2 Individuals will verbally announce any and all potential conflicts of interest during discussions and recuse themselves from discussions and decisions when a conflict of interest is determined to exist. It shall be the President or Executive Director's prerogative to determine what additional steps should be taken at that point, if any, to satisfy the organization's need to continue with the discussion. Alternatives may include: asking the person to speak to the issue on the table, then leave the room; to participate in the discussion, but not vote; to do nothing further. If the individual is the President or Executive Director, a majority of the members present shall determine if alternatives to recusal are necessary.
- 4.3 Prior to any action involving a potential conflict of interest, the individual having the conflict and who is in attendance at the meeting shall disclose all facts relevant to the conflict of interest. Such disclosure shall be reflected in the minutes of the meeting.
- 4.4 An individual who plans not to attend a meeting at which he or she has reason to believe that the board or committee will act on a matter in which the person has a conflict of interest shall disclose to the President or Executive Director all facts relevant to the conflict of interest. The President or Executive Director shall report the disclosure at the meeting and the disclosure shall be reflected in the minutes of the meeting.

- 4.5 A person who has a conflict of interest shall not participate in the discussion of the matter except to disclose relevant facts and to respond to questions. Such person shall not attempt to exert his or her personal influence with respect to the matter, either at or outside the meeting. If requested by the President or Executive Director or a majority of the members present, the individual with a conflict of interest may be asked to leave the room during discussion.
- 4.6 A person who has a conflict of interest that will be voted on at a meeting may be counted in determining the presence of a quorum. The person having the conflict of interest may not vote on the transaction and shall not be present in the meeting room when the vote is taken, unless the vote is by secret ballot. Such person's ineligibility to vote shall be reflected in the minutes of the meeting.
- 4.7 In the event it is not clear whether a conflict of interest exists, the individual with the potential conflict of interest shall disclose the circumstances to the President or Executive Director, or their designee, who shall determine whether there exists a conflict of interest that is subject to this policy.
- 4.8 Conflict of Interest Compliance and Disclosure Statements shall be reviewed by the Executive Director and kept in the files of the executive office. Potential conflicts will be brought to the attention of the President or Executive Director by the staff liaison.
- 4.9 Each individual covered by this policy shall be required to review a copy of this policy and to acknowledge in writing that he or she has done so.
- 4.10 This policy shall be reviewed annually by each responsible person. Any changes to the policy shall be communicated immediately to all responsible persons.
- 4.11 Failure or refusal to disclose will result in an inability to participate.

SECTION 5. PARTICIPATION RESTRICTIONS

The Oley Foundation's intention is to provide meaningful opportunity for engagement with the membership regarding interest in participating in a volunteer capacity. The Foundation's programs thrive on this participation, and the Foundation aims to allow for as full participation as possible consistent with a policy that seeks to minimize and/or eliminate conflicts.

There are several roles in which individuals with conflicts may be unable to participate:

- 5.1 Individuals who are employed by a commercial interest (see definition in Section 3) are ineligible to participate in some discussions and vote if a conflict of interest has been determined and may not serve as staff or in Ambassador Volunteer positions.

The Nominating Committee will consider other potential conflicts of interest when making decisions regarding Board appointments.

CONFLICT OF INTEREST POLICY COMPLIANCE & DISCLOSURE STATEMENT

I have read and understand the Oley Foundation Conflict of Interest Policy and agree to abide by all of its terms. I will complete this statement each year of my service to the Foundation and submit amendments during the year if applicable. I understand that I am not to participate in any decision or vote on an issue in which I may have a conflict of interest, and that my disclosures will not preclude service to the Foundation. Disclosures should reflect relationships over the previous 12 month period.

- I have nothing to disclose
- I disclose the following (Explain each disclosure. Attach an additional sheet if necessary.)
 - Service to a commercial interest as a paid or non-paid consultant or employee

 - Personal holdings in a commercial interest that provides products or services related to parenteral or enteral nutrition products, equipment devices, clinical services or pharmaceuticals designed to treat conditions relating to the need for HPEN or related conditions

 - Receipt of support from commercial or other sources related to parenteral or enteral nutrition products, equipment devices, clinical services or pharmaceuticals designed to treat conditions relating to the need for HPEN or related conditions

 - Service in a fiduciary role for related organizations

 - Service as a paid or non-paid consultant to the Foundation or as a vendor to the Foundation or one of its affiliates

 - Hold investments (outside of mutual funds) in any interest that deals with the Foundation in any capacity

 - Direct or indirect interest in or relationship with any individual or organization which the Foundation currently has, or proposes to enter into, a transaction or arrangement involving the sale, purchase, lease or rental of property or other asset; the provision of services; or investments.

 - Have family members or business associates that have any of the relationships described in this document

 - Other _____

Name/Signature _____

Date _____