

Conflict of Interest and Disclosure



BOD Y02-24-03-03 [Amended: BOD Y11-22-04-25 Initial: BOD Y06-19-15-10] [Policy]

The American Physical Therapy Association is committed to conducting its activities in accordance with the highest ethical standards. The Board of Directors has adopted this Conflict of Interest and Disclosure policy to implement that commitment and to provide guidance to the Board.

A conflict is a transaction or relationship that presents or may present a conflict between a Board member's obligation to APTA and the Board member's personal, business, or other interests. Board members have a fiduciary duty to conduct themselves without conflict to the interests of APTA. In their capacity as Board members, they must subordinate personal, business, third-party, and other interests to the best interests of APTA.

Board members shall not:

- I. Use or attempt to use their official positions and titles to secure special privileges, exemptions, or personal profit.
- II. Allow other employment or interests to impair their independence of judgment in the performance of their duties as a Board member.
- III. Allow other employment or interests to interfere with the ethical performance of their duties.
- IV. Enter into a contract or do business with APTA without first seeking approval of the full Board.
- V. Accept gifts, compensation, or professional opportunities from any source if such acceptance influences or could be perceived by others as influencing their Board duties. A Board member may accept occasional noncash gifts that are consistent with customary business practice and are not excessive in value and could not reasonably be construed as a bribe or kickback.

All conflicts of interest are not necessarily prohibited or harmful to APTA. However, full disclosure of all actual or potential conflicts is required.

Procedures

- I. A copy of this policy shall be given to candidates for election to the Board.
- II. APTA shall distribute this policy to all Board members. Board members shall read the policy and submit the signed Disclosure Statement annually. A Board member appointed in accordance with APTA Standing Rules shall read the Policy and submit the signed acknowledgement no later than the end of the month following the appointment.
- III. At any time, Board members may update their Disclosure Statement by submitting a new copy to APTA for electronic distribution to the Board of Directors and Executive staff. The Disclosure Statement for each Board member shall be made available electronically to all Board members for their review. Individuals with access to the Disclosure Statements shall treat them confidentially.
- IV. The Executive Committee may be consulted by any Board member with questions related to their own or another Board member's potential conflicts of interest.
- V. If a concern is raised about a situation, behavior, or relationship related to a conflict of interest, the following process shall be used:
 - A. Any Board member who is aware of concerns related to a conflict of interest shall share these concerns with the EC and any resulting discussions and actions shall exclude APTA staff unless requested to participate. This may be self-reported or initiated by another Board member.
 - B. Any APTA staff member who is aware of concerns related to this policy shall share these concerns with the CEO. The CEO shall notify the President, who shall notify the EC.
 - C. The President shall share any concern received under V., A. or V., B. with the Board member who is the subject of the report.
 - D. If a concern is raised regarding the President, the Vice President shall carry out the duties of the President as outlined in this policy.

- E. If a concern is raised regarding a member of the EC, that individual shall not participate in any related actions that take place on behalf the EC.
- F. The EC shall discuss and, if necessary, conduct an investigation to determine the merits of the concerns raised.
- G. The EC shall ensure confidentiality throughout the process and only involve others as required to understand the situation.
- H. Any Board member contacted by the EC shall cooperate fully with the EC.
- I. The President shall inform the Board member(s) involved of the EC's recommendations and of the action(s) the President intends to take, which may or may not follow, in full or in part, the EC recommendations.
- J. If there is acceptance of the conclusions about the interpretation and application of policy, and no further action is needed by the Board member in question, the matter is considered closed. If there is an agreement that some remedial action is needed, and the Board member agrees to take such action, the matter shall be closed when such action is taken.
- K. The President shall notify the EC of the outcome.
- L. If the Board member involved does not accept the interpretation and application of policy and of the recommendations, the EC shall review the matter. If the EC revises any part of its initial recommendation(s) and the Board member agrees with the EC conclusions, and agrees to any recommended action, the matter shall be closed when such action is taken. If a member of the EC is the individual about whom a concern has been raised, they shall recuse themselves from any subsequent deliberations of the EC.
- M. If there is no resolution after this stage, the EC shall refer the matter to the full Board for review.
- N. For Board members elected by the House, if the Board decides to recommend to the APTA House of Delegates that it remove the Board member in question, then the Board and the House of Delegates shall proceed in compliance with applicable Illinois law.
- O. For the public Board member, if the Board decides to remove the public member, the Board shall proceed in compliance with applicable Illinois law.

Disclosure Statement

As an APTA Board member, I hereby acknowledge that I occupy a position of trust and that I am expected to act at all times in good faith, and without bias or favor to outside interests. Whenever my outside interest or other responsibilities potentially conflict with my duty to APTA, I will act in such a manner as to avoid even the appearance of using my position to advance any other interest or any individual or entity with whom I have a significant relationship over the interests of APTA.

Name (print or type): _____

Signature: _____ Date: _____

Please fill out the below box(es) with the names of the entities (eg, physical therapy company or physical therapy-related company, professional organization, foundation, or political action committee; or physical therapy-related publication) with whom you have a role (eg, employee, shareholder, owner, partner, board member, independent contractor, volunteer, manuscript reviewer, or editorial board member). If you are not sure what to fill out you may discuss this with the EC. Note that the information you provide will not automatically be judged to be a conflict. You are merely disclosing this information. Determinations regarding conflicts are to be made pursuant to Board policies.

Entity	Role

Explanation of Reference Numbers [use for House policy]:

HOD P00-00-00-00 stands for House of Delegates/month/year/page/vote in the House of Delegates minutes; the "P" indicates that it is a position (see below). For example, HOD P06-22-05-04 means that this position can be found in the June 2022 House of Delegates minutes on Page 5 and that it was Vote 4.

E: Binding Ethical Document | P: Position | Y: Policy

Last Updated: 9/25/2024

Contact: governancehouse@apta.org