



Confidentiality and Conflict of Interest Policy for Members of the Board of Directors

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Confidentiality

As a member of the Board of Directors, I recognize that I owe a fiduciary duty of care to the National Physicians Alliance Foundation (NPAF). This includes a duty of confidentiality. All non-public information and documentation that I receive from the NPAF and others in connection with my service on the Board will be treated with strict confidentiality. Neither the contents nor the existence of information or documentation will be shared with anyone other than the officers, directors, employees, and attorneys of the NPAF. I will direct any questions regarding my confidentiality obligations to the NPAF Executive Director.

Conflicts of Interest

As a member of the Board, I recognize that I owe a fiduciary duty to the mission, reputation, endurance, and assets of the NPAF. During my term of service, this duty requires me to mitigate conflicts of interest and to act in the best interests of the NPAF.

The purpose of the conflict of interest policy (set forth below) is to: (1) protect the NPAF's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization; and (2) protect the NPAF's mission and reputation when it is contemplating areas of focus for projects or policy advocacy. The core functions of the conflict of interest policy include: (1) informing the Board about what constitutes a conflict of interest; (2) assisting the Board in identifying and disclosing actual and potential conflicts; and (3) guiding the Board in mitigation of conflicts of interest where necessary. Because being conflict-free is core to the NPAF's vision of physician integrity, disclosure of health sector interests (e.g., pharmaceuticals, medical devices, health information technology, health insurance) is included in this policy. 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.

My fiduciary duty requires me to disclose competing interests to the NPAF. Competing interests may be my own or those of a family member. Competing interests may also be those of other organizations for which I may volunteer or from which I may receive financial remuneration. It is my duty to weigh these interests on an ongoing basis. If in any instance the NPAF's interest is deemed secondary to a competing interest, it is my duty to explicitly recuse myself from the relevant NPAF organizational discussion and decision, and potentially from the organization as a whole.

This policy may be enforced as described below.

- (1) Board members have a fiduciary duty to conduct themselves in the interests of the NPAF without conflict. In their capacity as Board members, they must subordinate personal, family, individual business, third-party, and other interests to the mission, reputation, endurance, and assets of the NPAF.
- (2) A conflict of interest is a transaction or relationship which presents or may present a conflict between a Board member's obligations to the NPAF and the Board member's personal, family, business or other interests.

An Interest is defined as one or more of the following interests, arising directly or indirectly:

- a. An ownership or investment interest in any entity (other than a 5% or less ownership in a publicly-traded corporation) with which the NPAF has a transaction or arrangement;
 - b. A compensation arrangement with the NPAF or with any entity or individual with which the NPAF has a transaction or arrangement, or which has goals contrary the mission of the NPAF;
 - c. A position in a public office or institution, whether appointed, elected or employed, which will require participation in matters involving the NPAF, or whose policies may be contrary to the mission of the NPAF;
 - d. A position as an employee, or a compensated or uncompensated trustee, director, officer, council or committee member, or consultant of any entity with which the NPAF has a transaction or arrangement, or which has goals contrary the mission of the NPAF;
or
 - e. Any other interest which may compete with or conflict with the interests of the NPAF.
- (3) A family member is defined as spouse, domestic partner, co-habitant, child (including adopted, in-laws and step or half), grandchild (including adopted, in-laws and step or half), sibling (including in-laws and step or half); or any other member of the household whether or not related by blood or marriage.
 - (4) Conflicts of interest are not necessarily prohibited or harmful to the National Physicians Alliance Foundation. However, full disclosure of all actual and potential conflicts, and a determination by the disinterested Board (or the National Physicians Alliance Foundation Executive Committee) members – with the interested Board member(s) recused from participating in debates and voting on the matter – are required.
 - (5) All actual and potential conflicts of interest shall be disclosed by Board members to the NPAF Executive Committee through the annual disclosure form and/or whenever a conflict arises. The disinterested members of the NPAF Executive Committee shall make a determination as to whether a conflict exists and what subsequent action is appropriate (if any). The Executive Committee shall inform the Board of such determination and action. The Board shall retain the right to modify or reverse such determination and action, and shall retain the ultimate enforcement authority with respect to the interpretation and application of this policy.
 - (6) On an annual basis, all Board members shall be provided with a copy of this policy and required to complete and sign the acknowledgment and disclosure form below. All completed forms shall be provided to and reviewed by the NPAF Executive Committee, as well as all other conflict information, if any, provided by Board members.