

WISCONSIN OPTOMETRIC ASSOCIATION

**CONFLICT OF INTEREST
POLICIES AND DISCLOSURES**

Prepared by and for the Wisconsin Optometric Association

**Revised
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A. Introduction

In 1997, the House of Delegates of the American Optometric Association (AOA) modified and reaffirmed House Resolution 392. As amended, Resolution 392 contains eleven separate Resolves which establish conflict of interest policies and disclosure requirements for officers and directors, other elected officials, volunteers and staff. Resolution 392 also provides that the Judicial Council is responsible for overseeing the administration of the Association's conflict of interest and disclosure policies.

The Judicial Council published a manual to summarize the provisions and provide related information about the administration of Resolution 392. In addition, the full text of Resolution 392 is included in the Appendix to this Manual. Since Resolution 392 reaffirmed the disclosure rules of House of Delegates Resolution 1910, Resolution 1910 is also included in the Appendix. Finally, the AOA Board of Directors has adopted two additional policies relating to the conduct of AOA officials, volunteers and staff, and these policies are summarized in the Manual and included in the Appendix.

The WOA Board of Directors adopted much of the content of the AOA's manual, after establishing policy requiring compliance with the following guidelines for addressing conflicts of interest and disclosure.

B. Conflict of Interest Policies

1. Restriction on Endorsements by WOA

The WOA will not endorse as superior any specific procedure, instrument, product or business entity related to the practice of optometry.

However, the WOA may study and publicly recognize, through programs such as the WOA Seal of Certification and Acceptance Program, that a specific procedure, product or instrument meets certain minimal acceptable standards or specifications based on knowledge established by scientific research and/or product testing.

2. Restrictions on Improper Use of Names, Photographs, Titles and Positions of Elected Officials

WOA elected officials shall not allow their names, photographs, titles and/or positions with the Association to be used improperly by any other entity to advance that entity's business interests, and/or for the elected official's own personal financial gain.

WOA elected officials include WOA Officers, Directors and Section Officers and Council members elected by a Section. Elected officials do not include volunteers appointed by the annual membership meeting, the Board of Directors or the President.

Questions as to whether the specific use of an elected official's name, photograph, title and/or position is, or would be, improper may be submitted in writing to the executive

committee and/or the executive vice president will promptly review and respond to such questions.

It is also noted that the AOA Board of Trustees previously had adopted a standard providing guidance for all officials of optometric organizations. The 1976 AOA Standards of Conduct indicates that an optometrist holding an official position in any optometric organization should avoid any semblance of using the position for self-aggrandizement.

3. Restriction on Affiliations by Officers and Directors which Conflict with WOA Objectives and Policies

An officer or member of the WOA Board of Directors may not serve on a board or advisory board, or as a principal, agent or employee of, or have any other active personal affiliation with, any other entity if such affiliation would conflict with WOA objectives or policies. The participation of members of the WOA Board of Directors on boards or advisory boards of other entities may be beneficial to the advancement of WOA's objectives if there is no such conflict. The executive committee and/or the executive vice president is available to respond to questions whether a specific affiliation is or would be in conflict with WOA's objectives and policies.

In the event that such a WOA official or volunteer has an affiliation which conflicts with WOA objectives or policies, that individual would be expected to comply with applicable requirements relating to disclosure of conflicts of interests.

4. Restrictions on Personal Interests that would Compromise the Ability of a Member of the Board of Directors to Perform His or Her Responsibilities

The membership shall not elect a candidate for an office or for the Board of Directors who has, nor shall a member of the Board of Directors develop, a personal interest of such a nature that it would compromise the individual's ability to perform his or her responsibilities as an officer or a member of the Board of Directors. Accordingly, an officer or a member of the Board of Directors (or a candidate for an office or for the board) is barred from having an affiliation that would conflict with WOA's objectives and policies and/or from having a personal interest that would compromise the individual's ability to discharge his or her duties.

5. Restrictions on Voting and Discussions by a Member of the Board of Directors Having a Conflict of Interest

An officer or member of the WOA Board of Directors shall not participate in the discussion and voting on any matter in which the member may have a conflict of interest. In such a case, the minutes of the meeting shall reflect that the member made a disclosure of the conflict to the Board and that the member abstained from participating in the discussions and voting on the matter. The member may also elect to depart from the meeting room prior to the deliberations and voting.

6. Board of Directors Policy Containing Restriction with Respect to Articles, Statements, and Speeches by WOA Officers, Directors, Volunteers and Staff

In writing an article or making a statement or speech, a volunteer or staff person should avoid creating the impression that a position is the policy of the WOA if the position in fact has not been adopted by the membership or the Board of directors. The policy further provides that a WOA volunteer or staff member should be careful to distinguish between WOA policy and his or her own personal views. If in doubt, the officer or director should include a disclaimer with the article or presentation, making it clear that the statements are his/her own and are not intended to state or interpret official WOA policy.

7. Board of directors Policy Containing Restriction on Solicitation or Acceptance of Gifts

It is unprofessional conduct for an elected official, volunteer or staff person to directly or indirectly solicit or accept a thing of value by inducing the reasonable belief that the giving of the thing of value will influence his or her official WOA actions.

C. Disclosure Provisions

1. Disclosures by all WOA Elected Officials, Volunteers and Staff

All WOA elected officials, volunteers and staff are required to disclose any conflict of interest when engaged or about to engage in WOA activities. It also requires them to execute an annual statement that they will reveal personal business interests relating to any activities in which WOA is engaged, using forms included in this manual.

Each year, all elected and appointed volunteers and staff will complete either a short or a long conflict of interest disclosure form. Copies of the forms, together with instructions for their completion and submission, will be provided to all volunteers and staff by WOA Counsel. Sample copies of these forms, entitled Disclosure of Conflict of Interest by All Elected and Appointed Volunteers and Staff, are included in the Appendix.

As in the past, the disclosure form states that the individual will advise WOA if a possible conflict of interest arises after the submission of the disclosure form. In such a case, a new disclosure form should be executed immediately by the individual and submitted to WOA executive vice president.

2. Disclosures to the Membership by Officers and directors and Candidates for the Board of Directors.

All officers and directors shall annually disclose any potential conflict of interest by providing to the annual membership meeting a description of any personal business interest, affiliation or activity with any entity that may have the potential to give rise to a conflict of interest with WOA or its objectives and policies.

A candidate for the Board of directors shall publicly disclose any potential conflict of interest and provide to the annual meeting a description of any personal business interest, affiliation or activity with any entity that may have the potential to give rise to a conflict of interest with WOA or its objectives and policies. It further provides that the disclosures must be made prior to the election.

All officers and directors and candidates for the Board of directors are required to make the same types of disclosures of potential conflicts of interest to the annual meeting. WOA staff will provide disclosure forms to the officers and directors prior to each annual WOA membership meeting, and each Board member promptly complete and return the forms to WOA Counsel. WOA staff will provide a disclosure form to a candidate for the Board of directors after the individual announces his or her candidacy. The candidate shall promptly complete and return the form to the WOA staff. In the event that an individual announces the candidacy immediately before or at the annual meeting, it is recommended that the candidate immediately obtain, complete and deliver the disclosure form to the WOA executive committee and executive vice president. A copy of the disclosure form executed by each member of the Board of directors and by each candidate for the Board of directors shall be made available by WOA staff at the annual membership meetings for inspection by any delegate. Sample copies of these disclosure forms are included in the Appendix.

D. Administrative Provisions

1. Overseeing Administration of WOA Conflict of Interest and Disclosure Policies

The executive committee and executive vice president is responsible for overseeing the administration of the Association's conflict of interest and disclosure policies. They are also authorized to make recommendations to the Board of Directors and/or the members at the Annual Meeting regarding the sufficiency and appropriateness of these policies and the procedures established to implement them. The executive committee shall also be responsible for rendering final decisions on any questions arising under the Association's conflict of interest and disclosure policies.

As described above, the board of directors has approved forms for reporting concerns regarding disclosures or other issues related to disclosure. In addition to completing and submitting the forms when required, an elected official or volunteer shall also provide an oral or written notification of an actual or potential conflict of interest to the WOA entity on which the individual serves at the time a matter relating to the conflict arises before the entity. As previously stated, elected officials and volunteers are required to disclose a conflict of interest when engaged or about to engage in WOA activities. As an example, if a matter arises at a meeting of a WOA Committee and the committee member realizes his/her conflict of interest, the committee member must then make an appropriate disclosure to the other committee members. The disclosure should be recorded in the minutes of the Committee meeting.

Questions about the WOA conflict of interest and disclosure policies should be addressed to the executive vice president. The questions should be submitted in

writing with a complete description of the pertinent facts, although the EVP may respond to verbal questions in exigent circumstances.

2. WOA Executive Vice President Shall Ensure:

- that the information provided in accordance with WOA's conflict of interest and disclosure policies ("disclosure information") is properly collected, reviewed and maintained at WOA's main office;
- that the disclosure information is provided to all delegates and directors at the annual membership meeting;
- that any interim disclosure information between annual meetings is promptly redistributed to all officers for review; and
- that the disclosure information be made available for inspection, upon the written request of any WOA member, by appointment with WOA EVP, during regular business hours.

E. Conclusion

The Board of Directors has adopted broad conflict of interest policies and disclosure rules. The executive committee and WOA staff are committed to assisting WOA elected officials, volunteers and staff in their efforts to continue to comply fully with these important requirements.

APPENDIX

1. House of Delegates Resolution 392

392
(4 of 1938)
(Mod. 1990)
(Mod. 1995)
(Mod. 1997)

AOA NOT TO ENDORSE AS SUPERIOR ANY SPECIFIC
PROCEDURE, INSTRUMENT, PRODUCT OR
BUSINESS/COMMERCIAL ENTITY; CERTAIN
RESTRICTIONS ON ACTIVITIES OF AOA VOLUNTEERS

WHEREAS, the American Optometric Association, with an established code of ethics, is a membership organization of optometrists and others devoted to improving the visual welfare of the public; and

WHEREAS, the participation of directors, officers and volunteers of the American Optometric Association on boards, advisory boards, councils, or committees of other entities may be beneficial to the advancement of the objectives of the Association; and

WHEREAS, the endorsement as superior, actual or perceived, of any specific procedure, instrument, product or business/commercial entity by the American Optometric Association related to the practice of optometry may risk breaching the public trust; and

WHEREAS, the individuals serving as directors and officers of the American Optometric Association, a non-profit corporation organized and governed by the laws of the State of Ohio, are obligated, both legally and ethically, to maintain faithfully their duty of loyalty to the American Optometric Association and to protect the integrity of their positions as fiduciaries of the Association by promptly disclosing any actual or potential conflicts of interest, and in appropriate circumstances, recusing themselves from voting on any matter involving a conflict of interest that may come before the Board of directors in the course of their duties; and

WHEREAS, all individuals serving as volunteers and elected officials of the American Optometric Association, including officers and directors, as recognized leaders of the optometric profession and representatives of the AOA and its membership must, as a condition of service, comply with and adhere to the Association's established policy and procedures requiring the disclosure of all personal professional and financial interests and activities which may cause a conflict of interest; and

WHEREAS, any meaningful and effective policy intended to guard against the potential for conflicts of interest, whether actual or perceived, must necessarily be an evolving policy, adaptable and flexible enough to address unforeseeable situations in which potential conflicts may arise; and

WHEREAS, under such a policy, questions regarding the interpretation and application of the policy can be expected to arise; and

WHEREAS, it is in the best interest of the Association, its members, and its elected leaders on the Board of directors, to maintain fair and effective procedures to protect against potential conflicts of interest, whether actual or perceived; now therefore be it

First

RESOLVED, that the American Optometric Association will not endorse as superior any specific procedure, instrument, product, or business/commercial entity related to the practice of optometry, except the Association may study and publicly recognize through programs such as the AOA Seal of Certification and Acceptance Program that a specific procedure, instrument or product meets certain minimal acceptable standards or specifications based upon knowledge established by scientific research and/or product testing; and be it further

Second

RESOLVED, that the current AOA board policy, that imposes a duty on a board member of the American Optometric Association to recuse himself or herself from discussion and voting on any matter in which they may have a conflict of interest, is hereby affirmed; and be it further

Third

RESOLVED, that the policy expressed in Resolution 1910, requiring each member of the Board of directors and each volunteer of the American Optometric Association to properly disclose any potential conflict of interest, along with a description of any personal business interests, affiliations, or activities with any entity active in the health care field, is hereby affirmed; and be it further

Fourth

RESOLVED, that a member of the Board of directors of the American Optometric Association may not serve as a member of a board, advisory board, or as a principal, agent, or employee of, or have any other active personal affiliation with, any other entity, if such affiliation would conflict with the objectives and policies of the American Optometric Association; and be it further

Fifth

RESOLVED, that, prior to election, a candidate for the American Optometric Association Board of directors shall publicly disclose any potential conflict of interest and provide to the House of Delegates a description of any personal business interest, affiliation or activity with any entity that, whether or not active in the health care field, may have the potential to give rise to a conflict of interest with the Association or its objectives and policies; and be it further

Sixth

RESOLVED, that in no case shall the House of Delegates elect a candidate who has, nor shall a candidate or member of the Board of directors develop, a personal interest of such a nature that it would compromise that individual's ability to perform his or her responsibilities as a member of the American Optometric Association Board of directors; and be it further

Seventh

RESOLVED, that all members of the American Optometric Association Board of directors shall, on an annual basis, disclose any potential conflict of interest by providing to the House of Delegates a description of any personal business interest, affiliation or activity with any entity that, whether or not active in the health care field, may have the potential to give rise to a conflict of interest with the Association or its objectives and policies; and be it further

Eighth

RESOLVED, that elected officials of the American Optometric Association shall not allow their names, photographs, titles and/or positions with the Association to be used improperly by any other entity-to advance that entity's business interests, and/or for the official's own personal financial gain; and be it further

Ninth

RESOLVED, that the American Optometric Association Counsel shall be responsible for ensuring: that the information provided in accordance with the Association's conflict of interest and disclosure policies is properly collected, reviewed, and maintained at the Association's main office; that such information is provided to all delegates, officers, and directors at the House of Delegates each year at the annual congress; that any interim disclosures of information submitted in accordance with these policies in between annual congresses is promptly redistributed to all officers and directors and to all members of the Judicial Council for their review; and that such information be made available for inspection, upon the written request of any member, by appointment with the Association Counsel, during regular business hours; and be it further

Tenth

RESOLVED, that the Judicial Council shall be responsible for overseeing the administration of the Association's conflict of interest and disclosure policies, and shall make recommendations, where appropriate, to the House of Delegates as to the sufficiency and appropriateness of these policies and the procedures established to implement them; and be it further

Eleventh

RESOLVED, that the Judicial Council, with input from the Ethics and Values Committee, shall be responsible for rendering final decisions on any questions arising under the Association's conflict of interest and disclosure policies.

2. House of Delegates Resolution 1910

1910

(Combination in 1995,
1903-8 of 1993 and 1905-
2 of 1994.)

DISCLOSURE OF CONFLICTS OF INTEREST

WHEREAS, the American Optometric Association continues to recognize the necessity that individuals holding elected or appointed positions within the American Optometric Association embrace the principles of integrity and trust; and

WHEREAS, the American Optometric Association continues to recognize that officers, directors and other volunteers of the American Optometric Association and of its affiliated associations bear a special responsibility to avoid conflicts of interest or the appearance thereof between their association responsibilities and their private business interests; and

WHEREAS, the American Optometric Association has adopted a process to identify potential conflicts of interest for volunteers and staff; now therefore be it

RESOLVED, that all elected officials of the American Optometric Association, including the American Optometric Association Officers and directors and Section Officers, all appointed volunteers and staff of the American Optometric Association should disclose any conflict of interest when engaged or about to engage in activities on behalf of the American Optometric Association, provided that an American Optometric Association entity may adopt stricter guidelines; and be it further

RESOLVED, that all elected and appointed volunteers and staff of the American Optometric Association shall annually execute a statement that they will reveal personal business interests relating to any activities in which the American Optometric Association is engaged; and be it further

RESOLVED, that no person shall hold an elected or appointed position within the American Optometric Association volunteer structure, without having executed the disclosure statement no later than July 1 of each administrative year, or within 30 days of appointment or election to the volunteer structure; and be it further

RESOLVED, that the affiliated associations are urged to develop conflict of interest disclosure requirements comparable to those of the American Optometric Association.

3. Board of directors Policy regarding Articles, Statements or Speeches by AOA Officers, Directors, Volunteers and Staff

ARTICLES, STATEMENTS OR SPEECHES BY AOA OFFICERS, DIRECTORS, VOLUNTEERS AND STAFF

In writing an article or making a statement or speech or participating in a program or publication, an American Optometric Association (AOA) officer, director, volunteer or staff person shall avoid creating the impression that a position or statement on a subject is the policy of the AOA or a AOA entity, when that position in fact has not been adopted as AOA policy by the House of Delegates or the Officers and directors. A AOA officer, director, volunteer or staff person should be careful to distinguish between AOA policy and his or her own personal views.

In some cases, the individual who authored the article, statement or speech, or who participated in the program or publication, will be identified in the publication, document or program as a AOA officer, director, volunteer, or staff person. In order to prevent any confusion or misunderstanding, the article, statement, speech, program or publication shall include the following disclaimer: “The views expressed are those of the author* and do not necessarily reflect the views of the American Optometric Association.”

Any questions concerning the application of this policy to a specific matter should be addressed to the Executive Director or the AOA Counsel.

* The word “speaker” or “publication” or the name of the officer, director, volunteer or staff person, may be substituted for the word “author” where appropriate.

4. Board of directors Policy regarding Unprofessional Conduct

UNPROFESSIONAL CONDUCT

This policy statement is to apply to all American Optometric Association officers, directors, volunteers and staff. It is intended to provide guidance to these individuals in their conduct with respect to contacts and transactions with persons or entities that are not part of the American Optometric Association.

It shall be considered unprofessional conduct when any AOA volunteer, elected or appointed, or any staff person directly or indirectly solicits, receives, accepts, or agrees to accept a thing of value by inducing the reasonable believe that the giving of the thing will influence his/her performance or failure to perform any official action.

5. Disclosure Forms:

**Wisconsin Optometric Association
Disclosure of Conflict of Interest**

I, _____, herewith, certify that neither I nor my spouse nor any member of my immediate household has any private, personal or business interests in any activities, functions, stock holdings or engagements that would, in any way, directly or indirectly, benefit me or them as a result of my duties, activities or functions as an elected or appointed official of the Wisconsin Optometric Association, and I will advise the executive committee and/or the executive vice president if, during my term of office or appointment, any such possible conflict of interest arises.

Home Address _____

Home Telephone Number _____

Office Address _____

Office Telephone Number _____

Social Security Number _____

Date _____ Signature _____

(SHORT FORM)

**Wisconsin Optometric Association
Disclosure of Conflict of Interest**

I, _____, herewith, certify that neither I nor my spouse nor any member of my immediate household has any private, personal or business interests in any activities, functions, stock holdings or engagements that would, in any way, directly or indirectly, benefit me or them as a result of my duties, activities or functions as an elected or appointed official of the Wisconsin Optometric Association, and I will advise the executive committee and/or the executive vice president if, during my term of office or appointment, any such possible conflict of interest arises.

Home Address _____

Home Telephone Number _____

Office Address _____

Office Telephone Number _____

Social Security Number _____

Date _____ Signature _____

(SHORT FORM)

