

# Conflict of Interest

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## Conflict of Interest

### I. Purpose

A conflict of interest arises when a person in a position of authority within the Healthcare Businesswomen's Association (HBA) may benefit financially from a decision she or he could make in that capacity, including indirect benefits such as to family members or businesses with which the person is closely associated. This policy is focused upon material financial interest of, or benefit to, such persons covered by this policy such as staff as well as elected, appointed, assigned, self-identified volunteers; independent contractors, agents and other representative's responsibility of the HBA or any of its components.

The HBA expects each representative to be aware of the dangers inherent in situations that give rise to conflict of personal interests with those of the HBA.

### II. Scope of Policy

Applies to representatives, defined as:

Staff as well as elected, appointed, assigned, self-identified volunteers; independent contractors, agents and other representative's responsibility

- Situations in which a person representative of the Healthcare Businesswomen's Association (HBA) may benefit financially from a decision she or he could make in that capacity, including indirect benefits such as to family members or businesses with which the person is closely associated.
- This policy is focused upon material financial interest of, or benefit to, such persons covered by this policy

### III. Procedures/Process

**Duty to disclose.** In connection with any actual or possible conflict of interest, an interested representative must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to (a) if a representative of the HBA, to the HBA Global Board, or (b) if a representative of an HBA component, to the specific component board.

**Determining whether a conflict of interest exists.** After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall be recused from the HBA Global Board or component board conversations while the determination of a conflict of interest is discussed and voted upon. The remaining HBA Global Board shall decide if a conflict of interest exists.

#### **Procedures for addressing the conflict of interest**

An interested person may make a presentation at an HBA Global Board meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction/or arrangement involving the conflict of interest.

The chair of the HBA Global Board or component executive committee shall, if appropriate, appoint a disinterested person or component board when appropriate to investigate alternatives to the proposed transaction or arrangement.

After exercising due diligence, the HBA Global Board or components board shall determine whether the HBA or the components can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

- If a more advantageous transaction or arrangement not producing a conflict of interest is not reasonably possible under circumstances, the HBA Global Board or components board shall determine by a majority vote of the disinterested parties whether the transaction or arrangement is in the HBA's or its components (as applicable) best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

## References

- HBA Bylaws
- HBA Record Retention & Destruction Policy
- HBA Code of Conduct

The HBA Global Board recognizes that to fulfill the association's responsibilities to its members and the healthcare industry at large, it is dependent upon qualified and dedicated leadership. Additionally, the US Internal Revenue Service Form 990 annual tax return/report that must be submitted by most federal income tax-exempt organizations that, to a significant extent, is an effort to gain greater disclosure and improved governance in nonprofit tax-exempt organizations. Because one aspect of determining qualifications is avoidance of conflicts of interest, HBA supports this Conflict-of-Interest policy.

## V. Dissemination & Location of Policy

This policy should be disseminated:

- Via email with return receipt requested to all employees and volunteer leaders of the HBA including global, region/chapter/affiliate/branch, affinity groups, global council and any related committees.
- All representatives shall be advised of this HBA conflict of interest policy upon undertaking the duties of his or her position, shall disclose any actual or potential conflicts of interest on an acknowledgement form provided by the HBA prior to taking such position, and shall promptly advise the HBA in writing of any conflict of interest or relationship that may arise in the future.
- On an annual basis, every representative of the HBA will acknowledge the confidentiality policy and sign the acknowledgement form, provided by the HBA Global Board and/or staff.
- This policy can also be found in the HBA Resource Center.

## VI. Timing of effect/implementation, review and/or termination

No special considerations.

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