

Association Policies

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These policies apply to all members of the IGSHPA Board of Directors and all IGSHPA employees or contractors, and volunteers, including speakers, committee members, and other volunteers in the organization. Violation of any of these policies will result in disciplinary action up to and including termination of employment or position with the organization, including volunteer assignments.

1. Code of Ethics

IGSHPA Officials acknowledge and accept the scope and extent of our duties to IGSHPA. We have a responsibility to carry out our duties in an honest and business-like manner and within the scope of our authority, as set forth in the IGSHPA Bylaws. We are entrusted with and responsible for the oversight of the assets and business affairs of IGSHPA in an honest, fair, diligent, and ethical manner. As IGSHPA Officials, we must act within the bounds of the authority conferred upon us and with the duty to make and enact informed decisions and policies in the best interests of IGSHPA and its members. The Board of Directors has adopted the following Code of Ethics and our IGSHPA Officials are expected to adhere to the standards of loyalty, good faith, and the avoidance of conflict of interest that follow:

IGSHPA Officials will:

- Act in the best interests of IGSHPA and its members;
- Act honestly, fairly, ethically and with integrity;
- Conduct themselves in a professional, courteous and respectful manner;
- Comply with all applicable laws, rules and regulations (see Antitrust Compliance Policy);
- Act in good faith, responsibly, with due care, competence, and diligence, without allowing their independent judgment to be subordinated;
- Act in a manner to enhance and maintain the reputation of IGSHPA, the membership and our industry;
- Disclose potential conflicts of interest that they may have regarding any matters that may come before the Board, and abstain from discussion and voting on any matter in which the IGSHPA Official has or may have a conflict of interest (see Conflict of Interest Policy);
- Make available to and share with fellow IGSHPA Officials information as may be appropriate to ensure proper conduct and sound operation of IGSHPA;
- Maintain confidentiality regarding company data exchanged at meetings or as a result of having access to confidential information;
- Respect the confidentiality of information relating to the affairs of the Association acquired in the course of their service as IGSHPA Officials, except when authorized or legally required to disclose such information; and
- Not use confidential information acquired in the course of their service as IGSHPA Officials for their personal advantage.

2. Conflict of Interest Policy

Introduction

When IGSHPA Officials are acting in their official capacities, their actions and decisions should be based on what they honestly and reasonably believe to be in the best interests of the association as a whole and not for personal or third-party gain or financial enrichment. Elected IGSHPA Officials have been elected to represent all IGSHPA member companies, not their own company. This is what is expected by IGSHPA members and other constituencies. If the judgment of a IGSHPA Official is influenced by an outside interest, the association may suffer harm directly from an ill-advised decision. But IGSHPA can be harmed equally, if not more so, by the creation of a perception among members and others of inappropriate decision making. Reputation is an invaluable asset, especially for a non-profit organization.

Definition of “Conflict of Interest”

A conflict of interest exists when an IGSHPA Official has a direct or indirect business, professional, or personal situation or relationship that might influence, or that might be perceived to influence, the judgment or actions of the leader when serving IGSHPA.

Conflicts of interest may arise under numerous scenarios, including but not limited to:

- Serving as an officer or director of another non-profit organization in the general areas of interest to IGSHPA;
- Receiving compensation (e.g., consulting fees, speaking or writing honoraria, etc.) for products or services that might be detrimental to the interests of IGSHPA;
- Being remunerated either directly or indirectly, for work undertaken on IGSHPA’s behalf.

When encountering potential conflicts of interest, IGSHPA Officials shall inform the Board of that potential conflict. If requested by a majority vote of the Board, the Official shall recuse him or herself from all discussion and voting on the matter. Specifically, IGSHPA Officials shall:

- Avoid placing (and avoid the appearance of placing) one's own self-interest or any third-party interest above that of IGSHPA; while the receipt of incidental personal or third-party benefit may necessarily flow from certain IGSHPA activities, such benefit must be merely incidental to the primary benefit to IGSHPA and its purposes;
- Not abuse their position by improperly using their position or IGSHPA's staff, services, equipment, materials, resources, or property for their personal or third-party gain or pleasure, and shall not represent to third parties that their authority as a IGSHPA Official extends any further than that which it actually extends;
- Not engage in any outside business, professional or other activities that would adversely affect IGSHPA;
- Not engage in or facilitate any discriminatory or harassing behavior directed toward IGSHPA staff, members, officers, directors, meeting attendees, exhibitors, advertisers, sponsors, suppliers, contractors, or others in the context of activities relating to IGSHPA;
- Not solicit or accept gifts, personal property, or any other item of value from any person or entity as a direct or indirect inducement to provide special treatment to such donor with respect to matters pertaining to IGSHPA without fully disclosing such items to the Board of Directors;

- Provide goods or services as a paid vendor to IGSHPA only after full disclosure to, and advance approval by, the Board, and pursuant to any related procedures adopted by the Board;
- Not persuade or attempt to persuade any employee of IGSHPA to leave the employ of IGSHPA or to become employed by any person or entity other than IGSHPA; and
- Not persuade or attempt to persuade any member, exhibitor, advertiser, sponsor, subscriber, supplier, contractor, or any other person or entity with an actual or potential relationship to or with IGSHPA to terminate, curtail or not enter into its relationship to or with IGSHPA, or to in any way reduce the monetary or other benefits to IGSHPA of such relationship.

Disclosure

If an IGSHPA Official has a potential or actual conflict of interest, they must notify the IGSHPA Board of Directors. The Board of Directors may take further action if deemed appropriate. In addition, any relationship or circumstance that is created or arises in the interim should be disclosed to the Board of Directors as soon as possible.

Finally, all those covered by this Policy have an obligation to bring to the attention of IGSHPA any conflict or perceived conflict of any other IGSHPA Official also subject to this Policy.

Effect of a Conflict or Perceived Conflict

If a conflict of interest arises, in addition to the discloser, the person with the conflict should use their best judgment as to whether and to what extent they should recuse themselves from deliberations, voting, decision making, and other participation with respect to the matter at issue, and whether they should resign from an office or position. In making this determination, the best interests of the Association should be the sole criteria. The Board of Directors may require full or limited recusal or other measures, including resignation from an IGSHPA office or position.

Violation of this Policy

If the Board has reasonable cause to believe that an IGSHPA Official has failed to disclose actual or perceived conflicts of interest, it shall inform the person of the basis for such a belief and afford the member an opportunity to explain the alleged failure to disclose. If, after hearing the response of the member and making adequate investigation as warranted, the Board or committee determines that the member has in fact failed to disclose an actual or perceived conflict of interest, it shall take appropriate disciplinary and corrective action.

Violations of the policy may result in disciplinary action, up to and including removal from an IGSHPA office or position and expulsion from IGSHPA. Removal from office procedures are detailed in the IGSHPA Bylaws.

3. Antitrust Compliance Policy

IGSHPA has a strict policy of compliance with US federal and state antitrust laws. The antitrust laws prohibit agreements among competitors that restrain trade, and IGSHPA members can be considered to be competitors for purposes of antitrust challenges even if their practices are not in the same geographic areas. The penalties for violations of the antitrust laws are severe for associations and their members.

In all IGSHPA activities, each member, as well as IGSHPA staff, shall be responsible for following IGSHPA's policy of strict compliance with the antitrust laws. IGSHPA officers, directors, committee chairs, and executive staff

shall ensure that this policy is known and adhered to in the course of activities pursued under their leadership. Antitrust compliance is the responsibility of every IGSHPA member and IGSHPA staff.

To assist the IGSHPA staff, officers, directors, and committee chairs in recognizing situations that may give the appearance of an antitrust concern, the Board of Directors shall provide to each such person, copies of the IGSHPA Antitrust Compliance Policy.

Any violation of the antitrust policy will be brought to the attention of the Board of Directors, and the Board will deal with it in a timely and appropriate manner. The Board of Directors will consult with legal counsel when questions arise as to the manner in which the antitrust laws may apply to the activities of IGSHPA.

General Antitrust Compliance Principles

IGSHPA will not become involved in the competitive business decision of its individual members, nor will it take any action that would tend to restrain competition. IGSHPA is firmly committed to the principle of competition served by the antitrust laws, and good business judgment demands that every effort be made to assure compliance with all applicable federal and state antitrust laws and trade regulations.

IGSHPA members cannot come to understandings, make agreements, or otherwise concur on positions or activities that in any way tend to raise, lower, or stabilize prices or fees, allocate or divide up markets, or encourage or facilitate boycotts. Individual IGSHPA members must make business decisions on their own and without consultation with their competitors or IGSHPA. The antitrust laws are complicated and often unclear. If any member is concerned about being in a “gray area,” the member should consult with IGSHPA. If the conversation among competitors at an IGSHPA meeting turns to antitrust-sensitive issues, participants should discontinue the conversation until legal advice is obtained or leave the meeting immediately. Discussions of pricing or boycotts as part of IGSHPA-scheduled programs or at IGSHPA-sponsored meetings could implicate and involve IGSHPA in extensive and expensive antitrust challenges and litigation. In addition, the U.S. Supreme Court has determined that an association can be held liable for statements or actions in antitrust-sensitive areas by volunteer leaders who claim to speak for the association, even if they are not authorized to speak in that area. Directors and officers of IGSHPA must, therefore, make clear whether they are speaking in their official capacity when they address such issues; by contrast, if they are making personal remarks outside of a IGSHPA setting, the speaker should clearly state that he or she is speaking for him or herself, and not on behalf of IGSHPA.

Specific Rules of Antitrust Compliance

IGSHPA activities shall not be used for the purpose of bringing about, or attempting to bring about, any understanding or agreement, written or oral, formal or informal, expressed or implied, among competitors with regard to prices or fees, terms or conditions of sale, discounts, territories or customers.

For example, any agreement by competitors to “honor,” “protect,” or “avoid invading” one another’s geographic areas, practice specialties, or client lists would violate the law.

IGSHPA activities and communications shall not include discussion or actions, for any purpose or in any fashion, of prices or pricing methods or other limitations on either the timing of services or the allocation of territories or markets or customers in any way. For example, IGSHPA members cannot come to understandings, make agreements, or otherwise concur on positions or activities that are directed at fixing prices or fees. Even if no formal agreements are reached on such matters, discussions of prices, group boycotts, or market allocations

followed by parallel conduct in the marketplace can lead to antitrust scrutiny or challenges. Members may, however, consult with each other and freely discuss the practical aspects of running a business.

IGSHPA shall not adopt any bylaws, regulations, or policies that restrict the ability of industry companies or others to practice their profession in a manner that violates the antitrust laws.

IGSHPA shall not undertake any activity that involves exchange or collection and dissemination among competitors of any information regarding prices, pricing methods, cost of services or labor, or sales or distribution without first obtaining the advice of legal counsel when questions arise as to the proper and lawful methods by which these activities may be pursued. For example, caution should be exercised in collecting data on usual and customary fees, workforce statistics, and job market opportunities. While the mere collection of data on such matters is permissible if certain conditions are met, antitrust concerns may arise if the data becomes the basis for collective action.

In general, IGSHPA activities and communications shall not include any discussion or action that may be construed as an attempt to: (1) raise, lower, or stabilize prices; (2) allocate markets or territories; (3) prevent any person or business entity from gaining access to any market or to any customer for goods or services or to practice their profession in a lawful manner; (4) prevent or boycott any person or entity from obtaining services freely in the market; (5) foster unfair trade practices; (6) assist in monopolization; or attempts to monopolize; or (7) in any way violate applicable federal or state antitrust laws and trade regulations. The actual purpose and intent of IGSHPA's policies and programs are important in this regard. They cannot be aimed at accomplishing anti-competitive objectives.