

SOCIETY FOR BIRTH DEFECTS RESEARCH AND PREVENTION CONFLICT OF INTEREST POLICY

Introduction

Every officer, council member and committee member must act in the best interest of the Society for Birth Defects Research and Prevention at all times. This includes full disclosure of all potential conflicts and personal conduct that upholds the Society for Birth Defects Research and Prevention standards. This generally requires such persons to exercise their authority in the interest of the organization, and not in their own interests or the interest of another entity or person. Officers, council members and committee members should not engage in activities that are competitive with, or harmful to, the activities of the organization or usurp legitimate business opportunities of the organization.

Implications of a Conflict of Interest

It should be emphasized that conflicts of interest are not inherently illegal or unethical, nor should they be interpreted as reflection upon the integrity of the conflicted individual. Rather, it is the manner in which the individual and the organization deal with a conflict which determines the propriety of the situation.

Definition of “Conflict of Interest”

A conflict of interest exists when an officer, council member or committee member has a business, financial, leadership, employment, family, or other material relationship with a third party that may reasonably be perceived as creating dual loyalties or may reasonably call into question the ability of the individual to act solely for the benefit of the organization. A conflict of interest also may exist when the actions of an officer, Council member or committee member for the organization involve an improper gain or advantage for such person or have an adverse effect on the organization’s interests.

The following are examples of conflicts of interest:

- **Outside Interests** – Holding a position or having a material financial interest, whether directly or indirectly, in any outside entity from which the organization secures goods or services, or that provides goods or services competitive with, or harmful to, the organization.
- **Outside Activities** – Providing directive, managerial, or consultative services to anyone who does business with, or competes with, the organization, or performing other services in competition with the organization.
- **Gifts and Gratuities** – Accepting gifts, excessive entertainment, or other favors from those who do business with the organization, seek to do business with the organization, or who are competitors of the organization.
- **Information** – Disclosing or using confidential or proprietary information relating to the organization’s business for personal profit or to the advantage of individuals or entities other than the organization.

Process

Disclosure. All actual or potential conflicts of interest (as defined in this policy) shall be fully disclosed to the organization and/or committee as such relationships or situations arise. Potential conflicts should be discussed and resolved by that body.

Recusal. An interested person shall be pro-active in recusing himself or herself from deliberations and voting on matters related to any conflict issue. If a member of the Council or a committee believes that another member has a conflict of interest that has not been disclosed, or that has been disclosed but with respect to which the conflicted person has not adequately recused themselves, the member shall bring this to the attention of the Council or committee, as applicable, for the discussion and resolution by that body.

Recording. All conflict of interest matters addressed by the Council or a committee, including disclosures and recusals, shall be reflected in meeting minutes.

Conflict of Interest Policy for Society for Birth Defects Research and Prevention Councilors and Committee Members

The Council, Officers, and Committee Members of the Society for Birth Defects Research and Prevention must act at all times in the best interest of the Society and not for personal or third-party gain or financial enrichment. This includes full disclosure of all potential conflicts and personal conduct that upholds Society for Birth Defects Research and Prevention standards. When encountering potential conflicts of interest, Council Members, Officers, and Committee Members shall identify the potential conflict and, as required, remove themselves from all discussion and voting on the matter.

Specifically, the Council Members, Officers, and Committee Members shall:

- Avoid placing (and avoid the appearance of placing) one's own self-interest or any third-party interest above that of the Society for Birth Defects Research and Prevention;
- Not abuse their Council Membership, Office, or Committee Membership by improperly using said membership or office or the Society's staff, services, equipment, materials, resources, or property for their personal or third-party gain;
- Not represent to third parties that their authority as a Council Member, Officer, or Committee Member extends any further than it actually extends;
- Not engage in any outside business, professional or other activities that would directly or indirectly materially adversely affect the Society for Birth Defects Research and Prevention;
- Not engage in or facilitate any discriminatory or harassing behavior directed toward the Society for Birth Defects Research and Prevention staff, members, officers, councilors, meeting attendees, exhibitors, advertisers, sponsors, suppliers, contractors, or others in the context of activities relating to the Society;
- Not solicit or accept gifts, gratuities, free trips, honoraria, 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 a donor with respect to matters pertaining to the Society for Birth Defects Research and Prevention without fully disclosing such items to the Council;
- Provide goods or services to the Society for Birth Defects Research and Prevention as a paid vendor to the Society only after full disclosure to, and advance approval by, the Council, and pursuant to any related procedures adopted by the Council;
- Not persuade or attempt to persuade any employee of the Society for Birth Defects Research and Prevention or its management company to leave the employ of the Society or said management company to become employed by any other person or entity; 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 the Society for Birth Defects Research and Prevention to terminate, curtail, or not enter into its relationship to or with the Society, or to in any way reduce the monetary or other benefits to the Society for Birth Defects Research and Prevention of such relationship.

This policy shall apply to all members of the Society for Birth Defects Research and Prevention Council, all members of the Society for Birth Defects Research and Prevention committees, task forces, and others in the Society governance structure, as well as to all Society for Birth Defects Research and Prevention employees. All references herein to the Council, Officers, and/or Committee Members shall be construed also to refer to these additional individuals.

Enforcement

Annually (or upon a change in status), each new and returning Council member will complete a full disclosure form, the results of which will be reviewed by the Executive Director. Items of concern will be brought to Council for discussion and with advice from legal counsel; a determination of unrestricted with disclosure or restricted participation will be made.

Violations involving alleged conflict of interest or misconduct will be reviewed by legal counsel in accordance with the laws of Virginia and by Council and may result in censure or removal from Council.

ACKNOWLEDGMENT AND DISCLOSURE FORM

I have read the Society for Birth Defects Research and Prevention Conflict of Interest Policy set forth above and agree to comply fully with its terms and conditions at all times during my service as a Council member. If at any time following the submission of this form I become aware of any actual or potential conflicts of interest, or if the information provided below becomes inaccurate or incomplete, I will promptly notify the Society for Birth Defects Research and Prevention Executive Director in writing.

Disclosure of Actual or Potential Conflicts of Interest:

Signature: _____

Printed Name: _____

Date: _____