

## **CONFLICT OF INTEREST POLICY**

### **Article I** **Purpose**

The purpose of the conflict of interest policy is to protect PCOGS'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 or might result in a possible excess of benefit transaction. 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.

### **Article II** **Definitions**

#### **1. Interested Person**

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

#### **2. Financial Interest**

A person has a financial interest if the person had, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which PCOGS has a transaction or arrangement,
- b. A compensation arrangement with PCOGS or with any entity or individual with which the Organization has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which PCOGS is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III. Section 2. a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

### **Article III** **Procedures**

#### **1. Duty to Disclose**

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

## **2. 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 leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

## **3. Procedures for Addressing the Conflict of Interest**

- a. An interested person may make a presentation at the governing board or committee meeting, but after that presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the governing board or committee shall determine whether PCOGS 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.
- d. If a more advantageous transaction or arrangement is not reasonably possible under the circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in PCOGS 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 agreement.

## **4. Violations of the Conflicts of Interest Policy**

- a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the member's response and after making further investigations warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

## **Article IV** **Records of Proceedings**

The minutes of the governing board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transactions or arrangement, and a record of any votes taken in connection with the proceedings.

**Article V**  
**Compensation**

- a. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the governing board or any committee, whose jurisdiction includes compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.
- d. Physicians who receive compensation from the Organization, whether directly or indirectly or as employees or independent contractors, are precluded from membership on any committee whose jurisdiction includes compensation matter. No physician, either individually or collectively, is prohibited from providing information to any committee regarding physician compensation.]

**Article VI**  
**Annual Statements**

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

**Article VII**  
**Periodic Reviews**

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investments or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

**Article VIII**  
**Use of Outside Experts**

When conducting the periodic reviews as provided for Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

## WHISTLEBLOWER POLICY

The Pacific Coast Obstetrical and Gynecological Society are committed to high standards of ethical, moral and legal business and standards of education. In line with this commitment, and PCOGS' commitment to open communication, this policy aims to provide an avenue for members or employees to raise concerns and reassurance that they will be protected from reprisals or victimization for whistleblowing.

This whistleblowing policy is intended to cover protections for you if you raise concerns regarding PCOGS, such as:

1. Incorrect financial reporting or inappropriate used of Society funds
2. Unlawful activity
3. Activities that are not in line with PCOGS policy including PCOGS Bylaws, rules and policies, the Code of Business Conduct, American College of Obstetricians and Gynecologists Ethical Standards and Practice Guidelines, or others violations of standards or ethics related to the relationship of medical education and industry

### **Safeguards:**

**Harassment or Victimization:** Harassment or victimization for reporting concerns under this policy will not be tolerated

**Confidentiality:** Every effort will be made to treat the complainant's identity with appropriate regard for confidentiality.

**Anonymous Allegations:** This policy encourages whistleblowers to put their names to allegations because appropriate follow-up questions and investigation may not be possible unless the source of the information is identified. Concerns expressed anonymously will be explored appropriately, but consideration will be given to:

- The seriousness of the issue raised
- The credibility of the concern; and
- The likelihood of confirming the allegation from attributable sources

**Bad faith allegations:** Allegations in bad faith may result in disciplinary action.

**Procedure:** 1. Process for raising a concern:

The whistleblowing procedure is intended to be used for serious and sensitive issues. Such concerns brought forth by Society members, including those relating to financial reports, financial misuse, unethical or illegal conduct, may be reported directly to the Society President, Society Secretary-Treasurer or any member of the Board of Directors.

Employment related concerns should continue to be reported through the employee's supervisor and to the Board or directly to the Society President if the issue/s involves the employee's supervisor.

**Timing:** the earlier a concern is expressed, the easier it is to take appropriate action

Evidence: Although members or an employee is not expected to prove the truth of an allegation, the member or employee should be able to demonstrate to the Society member contacted that the report is being filed in good faith.

## **Procedure 2. How the Report of Concern Will Be Handled**

The action taken by PCOGS in response to a report of concern under this policy will depend on the nature of the concern. The Board of Directors of PCOGS shall receive information on each report of concern. Any complaint or concern shall be investigated by an Ad Hoc Committee made up of two members of the Board of Directors and two other members of the Society that have no relationship to the matter of concern under investigation.

Initial Inquiries: Initial inquiries will be made to determine whether an investigation is appropriate and the form that it should take. Some concerns may be resolved following the initiate evaluation by the Ad Hoc Committee and no additional investigation will be necessary.

Further Information: The amount of contact between the complainant and the investigation committee will depend on the nature of the issue and the clarity of information provided. Further information may be sought from or provided to the person reporting the concern.

A report by the Ad Hoc Committee shall be filed with the Board within 120 days of assignment of the complaint to the Ad Hoc Committee

### **Report**

The Ad Hoc Committee shall present their findings of fact based on the evidence and factual conclusions to the Board of Directors which shall render a decision in the matter. The Board may request further investigation before making their final decision otherwise will communicate their decision to the Society member accused of violating the PCOGS whistleblower policy.

### **Corrective Action**

The Board of Directors shall determine the appropriate action, if any, which will be initiated against a PCOGS member or employee who is found to have retaliated against or interfered with a member or employee's right to make a protected disclosure or to refuse an illegal order. Any corrective action involving an employee shall follow applicable personnel policy guidelines.

## **Financial Audit Policy**

Financial records and banking shall be under the direct supervision of the Society Secretary Treasurer. The Society shall use the calendar year as their accounting period and the cash method of accounting utilizing a proprietary program (such as Quicken or Quick Books). Co-signatories on banking accounts shall include the Secretary-Treasurer, Assistant Secretary and Past Secretary Treasurer. The Society shall retain the services of a Certified Public Accountant for the purpose preparation of applicable annual tax returns. In addition Certified Public Accountant/s may be utilized for financial compiling, review or audits, and other financial review or consultation as directed by the Board of Directors. The Board may require the Secretary-Treasurer to provide any and all financial records on request.

Internal audit controls shall be provided by the PCOGS Audit Committee and the Board of Directors. The Audit Committee shall made up of two (2) Fellows appointed by the Board of Directors for two year alternating terms and shall serve no more that three total terms.

The two-member Audit Committee shall provide a monthly audit report after receiving and reviewing all financial records and transactions. The monthly financial reports shall be provided to the Board with a written summary report each quarter and in additional shall report to the Board of Directors at the Interim Board Meeting and the First Board of Directors Meeting at the Annual Meeting. A report to the Membership shall be provided by the Audit Committee at the Second Business Meeting during the Annual Meeting. The Audit Committee may request any additional information, records, clarification, or files as are required and may contact the Board of Directors with questions, concerns, or with recommendations regarding financial oversight or management.

The IRS Form 990 and applicable state tax filings shall be reviewed and approved by the Audit Committee on behalf of the Board of Directors. Copies shall also be provided to the Board of Directors for their review.

## **Financial Management & Investment Policy**

Investment of PCOGS operating and reserve funds are governed by the following policy:

- a. All monies shall be deposited in a FDIC participating financial institution/s and maintained by the Society Secretary-Treasurer.
- b. Funds anticipated for general administration of the society's business and Annual Meeting shall be deposited in accounts that allow daily access by the Society Treasurer such as regular checking, money market accounts or savings accounts as determined by the Secretary Treasurer.
- c. Society reserves may be deposited in FDIC guaranteed Certificates of Deposit or through the financial institution's investment services in (1) US Government Treasury Bills or Notes (24 months or less) and/or (2) Federal Home Management Corporation Notes (US Government backed) discounted terms of 24 months.

The Society shall not invest in securities or derivatives, real property, or joint ventures. Should the Society receive gifts of the form of securities, derivatives, or real property that do not fall within the above definitions (d) the gift shall be sold under the direction of the Board of Directors, with consultation if deemed necessary, and retained as cash, certificates of deposit, Treasury Bills or Notes, or Federal Home Management Notes.

Any interest or dividends received from deposited funds including general operating funds, temporarily restricted funds, or permanently restricted funds shall be retained by the Society and utilized as operating general operating funds for the Society.

The Secretary-Treasurer shall transfer the annual contributions to the Frank Lynch, Ted Adams, and Charles Kimball Memorial Funds (permanently restricted funds) into the California Medical Association Foundation designated PCOGS Memorial Funds annually when it has been determined no additional contributions are anticipated each year.

## Document Retention and Destruction Policy

PCOGS records shall be retained for the periods listed below, after which they may be destroyed:

### Organizational Records

Articles of Incorporation and amendments	Permanent
Annual Financial Statements including Financial Statement and Compliance Audit Reports	Permanent
Bylaws and all amendments	Permanent
Correspondence	
General	6 years
Legal	Permanent
Members or constituents	6 years
Federal, state and local exemption applications including Related correspondence	
Income tax	Permanent
Personal property	Permanent
Minutes of Board of Directors and any committees with Similar responsibilities	Permanent
Training manuals	Permanent

### Insurance Records

Accident reports	6 years
Insurance policies-liability, directors and officers, other	6 years
Safety records	6 years
Settle claims	3 years

### Tax Returns

Income tax and informational (federal, state) Form 990 and others	Permanent
Other Federal and state forms (ex. 1099, 1096, etc.)	6 years
Payroll taxes and records	
W2 & W3	Permanent
Form 941	6 years
State withholding forms	6 years
State unemployment returns	6 years
Personal Property	6 years

**Personnel (If applicable)**

Benefit plan documentation and modifications	Permanent
Employment contracts, documentation, pay history And related information and payroll election form for Benefits including: Pension	6 years after termination of employment.
Federal Forms (w-4, I-9, etc.)	6 years
Summary reports	Permanent

**Accounting records**

Annual budgets and approved revisions	3 years
Bank reconciliations	3 years
Bank statements and related cancelled checks, Bank credits and debits	6 years
Books of original entries such as Cash receipts/Accounts receivable Cash disbursements/Accounts payable Sales Purchases	6 years 6 years 6 years 6 years
Chart of accounts	6 years
Contracts, leases & similar agreements Related to purchase or sale of assets	6 years after disposition of asset
Contracts, leases, and similar agreements	Permanent
Daily time records	6 years
General and subsidiary ledgers	6 years
Internal and interim financial statements	6 years
Inventory counts and related cost records	6 years
Investment custodial and advisory statements	6 years
Vendor invoices and other supporting documentation	6 years

## **Public Documents/Website Policy**

The Secretary-Treasurer shall retained all records and files according to the records retention policy and shall provide to the Assistant Secretary copies of current Bylaws, Rules, Policies, IRS Form 990, PCOGS IRS Letter of Determination, methods for contact of the Board of Directors, and requests for PCOGS records and financial records by the public on the Pacific Coast Obstetrical and Gynecological Society (pcogs.org or pcogs.net) for posting on the Society website public home page.

## **Compensation Policy/Employees**

When and if the Society hires employees, compensation rates shall be determined by the Board based upon a survey of compensation rates for the same or similar position in the community where the employee works.

## **Commercial Support and Honoraria Policy for Speakers**

THE PROGRAM COMMITTEE SHALL FOLLOW THIS POLICY WHEN CONSIDERING COMMERCIAL SUPPORT AND HONORARIA FOR SPEAKERS AT ANNUAL SCIENTIFIC MEETINGS

### **Purpose:**

The purpose of this policy is to describe authorized industry support for educational activities at the Pacific Coast Obstetrical and Gynecological Society (PCOGS) Annual Scientific Meetings and set forth the honoraria policy for invited resident/fellow guests and invited guest speakers at PCOGS Annual Scientific Meetings.

### **Definition:**

*Educational grants* are unrestricted financial support from the health care industry used to cover costs of educational activities of the annual meetings including, but not limited to, speaker fees, resident/fellow attendance and participation, printing costs, food and beverage costs, audio-visual support, and facilities' charges directly related to the conduct of the scientific meeting.

An *honorarium* is a payment granted to residents, fellows, Guest Speaker/s or other guests invited by the PCOGS Program Committee to present a specific topic which will supplement the presentation of scientific papers, posters, and the general program of the Annual Scientific Meetings.

### **References:**

1. American Medical Association. Gifts to physicians from industry. In: Code of medical ethics of the American Medical Association: current opinions with annotations. 2006-2007 ed. Chicago (IL.) AMA; 2006.p.212-16
2. American Medical Association. Clarification of opinion 8.061 "gifts to physicians from industry." In: Code of medical ethics of the American Medical Association: current opinions and annotations. 2006-2007 ed. Chicago (IL.): AMA; 2006. p.216-24

3. Accreditation Council for Continuing Medical Education (ACCME) Standards for Commercial Support, sections 3.7-3.10, expenditures for an individual providing CME.
4. American College of Obstetrics and Gynecology (ACOG) Committee Opinion 401, March 2008

**Guidelines:**

General: ACOG, states, “The health care industry has promoted its products to individual physicians and groups, including specialty societies, hospitals, and medical schools through the support of educational activities, awards, and development contracts. Support of educational programs and the provision of awards, grants and contracts should follow, in principle, the guidelines of the American Medical Association (1,2) and the Accreditation Council for Continuing Education (3) which are adopted in ACOG by the Committee on Ethics”, which were adopted in 2008 ACOG Committee Opinion 401 (4).

Guest speakers may be members of the Society or non-members and who, by reputation and knowledge of the topic chosen for presentation, have been selected by the PCOGS Program Committee to present a lecture or participate in a panel discussion. The Program Committee shall articulate to the PCOGS membership and guests their reasons for selecting the topic of presentation and the Guest Speaker/s. Resident/Fellow submissions for the Frank Lynch Memorial Essay and the Ted Adams Poster Awards shall be submitted to the Program Committee in coordination with residency and fellowship programs in the Society’s caucus regions.

1. Educational grants will be received by way of a formal Letter of Agreement between ACOG, PCOGS, and the commercial sponsor when applicable. Grant application shall be solicited and coordinated by the PCOGS Industry Liaison Committee.
2. Commercial exhibitors at annual meetings will be granted space at annual scientific meetings by application and when space is available. Exhibitors’ fees shall be determined by the Secretary-Treasurer and the Chairman of the Industry Liaison Committee and in accordance with ACOG recommendations for commercial exhibitors’ fees at scientific meetings. Exhibitor’s fee accounting shall be segregated as to source of payment (educational grant or exhibitor’s fee).
3. Money from commercial sponsors must be designated as an unrestricted grant for the annual scientific meeting and not designated for specific presenters or guest speakers. Grants from all industry sources shall be processed by the PCOGS Secretary-Treasurer and used for support of the annual scientific meeting and its educational mission.
4. Payment of educational grants and exhibitor’s fees shall be deposited in the PCOGS general account and shall be differentiated by donor source and amount for educational grants and payment source and amount for payment of exhibitor fees
5. Honoraria will be paid following the completion of the Annual Scientific Meeting.
6. Honoraria will be paid from the PCOGS general account; payment (category, the applicable annual scientific meeting).
7. The honoraria shall reflect the current market rate of payment and shall not exceed \$1,000 unless approved by the Secretary-Treasurer.
8. In addition to the honoraria the guest speaker/s may receive reimbursement for travel, hotel room, and registration fee for the applicable Annual Scientific Meeting with Board approval.
9. In order to avoid conflicts of interest careful attention shall be paid to the ACCME Standards for Commercial Support (2007) and the ACOG Committee Opinion 401, Relationships with Industry (2008) as noted in the reference section above. This policy shall be amended if updated applicable standards become available.

10. PCOGS continuing medical education (CME) shall be coordinated by the Program Committee through the ACOG Joint Sponsorship Program.
11. Resident/Fellow papers (Frank Lynch) and Posters (Ted Adams) shall be selected independently by the members of the Program Committee following submission. Payment of honoraria and expense reimbursement shall be paid from the general PCOGS account. Educational grant funds may not be used to directly fund specific resident or fellow honoraria or expenses but may be applied to shared and approved educational meeting expenses.

Adopted by the Board of Directors this

March 6, 2010.

**John A. Enbom, M.D**

John A. Enbom, M.D.  
Secretary-Treasurer

(Electronic Signature  
Original on File)