

INTEGRITY IN SERVING THE ASSOCIATION HOD Y06-02-28-50 [Initial HOD 06-99-25-08] [Policy]

American Physical Therapy Association (APTA) members elected or appointed to positions of trust in the Association may, at times, be placed in situations in which there are real or perceived conflicts between the member's personal interests (or those of a non-APTA entity he or she represents) and the interests of the Association. This policy, which is general in nature, does not supersede any other policy having a narrower scope (eg, Integrity in the Association's Accreditation Program). In the event of any divergence or conflict between this policy and a more specific policy, the provisions of the more specific policy shall control.

Association members who are considering whether to run for elective office or to consent to serve in an appointed position are encouraged to consider how real and perceived conflicts of interest may interfere with their serving in such an office or position and to make a personal determination as to whether such service will be compromised.

A. Transactions Involving the Association

When a transaction, to which a member of the Board of Directors is directly or indirectly a party, comes before the Board for approval, authorization, or ratification, (i) the material facts of the transaction and the director's interest shall be disclosed to the Board and (ii) the interested director shall abstain for the record from voting. The interested director ordinarily should remove himself or herself from the Board's deliberations after disclosing his or her interest in the transaction. For this purpose, a director is "indirectly" a party to a transaction with the Association, if the other party to the transaction is an entity in which the director has a material financial interest or of which the director is an officer, director, or general partner. In addition, a director shall be deemed to be "indirectly" a party to a transaction with the Association if the director's spouse, child, parent, grandparent, or grandchild is directly or indirectly a party.

B. Decisions Involving Particular Persons

In situations in which the Board of Directors, any Board-appointed body, or elected persons have authority in a proceeding involving a particular person (whether an individual, company, educational institution, organization, or other entity) to take action favorable or adverse to the affected person, a member of the Board, any Board-appointed body, or elected persons should abstain for the record from participating in the deliberations and the voting if he or she has a close association or relationship with the affected person of a kind (whether familial, personal, financial, or business) that impairs the member's ability to act impartially or that reasonably would tend to cast doubt on the member's ability to act impartially. This obligation to abstain shall apply to situations in which a Board-appointed body has authority to recommend to the Board that it grant an APTA award.

C. General Policy Decisions

Because the Association's object includes promoting the profession of physical therapy and meeting the needs and interests of Association members, it is natural that the policy-making activity of the Board of Directors often will promote the professional, personal, and financial interests of physical therapists and physical therapist assistants generally. Due to the size and diversity of the Association's membership, it is inevitable that the Board will encounter proposals to adopt certain policies the adoption/rejection of which would be favorable to the self-interest of some Association members and adverse to the self-interest of others. In the long run, the interests of the Association and its members will be served best by allowing open debate.

At the same time, the Board of Directors recognizes that the persuasiveness of any advocacy depends, in part, on the listener's understanding of the speaker's own interest in the matter. Awareness of a speaker's self-interest therefore promotes informed decision making. Accordingly, in connection with deliberations of the Board of Directors whether to make general policy on behalf of the Association, a member of the Board shall make reasonable efforts to ensure that his or her fellow Board members are aware of any special personal interest he or she may have in the decision. While a Board member's primary business/employment ordinarily is known to fellow Board members, other relevant interests are more likely not to be known, such as leadership positions in non-APTA entities and significant financial interests in companies/businesses that could be affected by the policy decision. In connection with Board policy-making deliberations whose outcome is likely to have a significant effect (favorable or unfavorable) upon the interests of a non-APTA entity in which a Board member holds a leadership position or of a company/business in which a Board member has a significant financial interest, the Board member shall disclose the existence of such leadership position or financial interest to fellow Board members. (For this purpose, "non-APTA entities" do not include (i) any Association component, (ii) any entity directly or indirectly controlled by the Association, such as the Physical Therapy Fund or (iii) the American Board of Physical Therapy Specialties. For this purpose, "significant financial interest" includes any investment whose cost or value exceeds \$10,000 and any compensation for services exceeding \$5,000 per year.)

Because the Board frequently relies upon appointed bodies to provide advice and recommendations, the above principles shall apply to such bodies in connection with deliberations whose outcome is likely to have a significant effect (favorable or unfavorable) upon the interests of a non-APTA entity in which a member of the body holds a leadership position or of a company/business in which a member of the body has a significant financial interest. In connection with such deliberations, the member of the Board-appointed body shall disclose the existence of such leadership position or financial interest to fellow members of the Board-appointed body and to the Board.

D. Privileged/Confidential Information

A member of staff, the Board, any Board-appointed body, or elected persons who obtains access to privileged or confidential information in the course of carrying out APTA responsibilities shall not disclose such information to any outside party. In addition, a person who thus obtains access to privileged or confidential information shall not use such information (i) in any way that would be adverse to the interests of the Association or its members, (ii) for his or her personal gain, or (iii) for the advantage of any non-APTA entity. Members of staff, the Board, any Board-appointed body, or elected persons are strongly encouraged to avoid obtaining access in the first instance to privileged or confidential information of a kind that foreseeably could be used to the detriment of the Association and for the advantage of a non-APTA entity in which the member holds a leadership position or of a company/business in which the member has a significant financial interest.

Relationship to Vision 2020: Professionalism; (General Counsel, ext 3252)

Explanation of Reference Numbers:

BOD P00-00-00-00 stands for Board of Directors/month/year/page/vote in the Board of Directors Minutes; the "P" indicates that it is a position (see below). For example, BOD P11-97-06-18 means that this position can be found in the November 1997 Board of Directors minutes on Page 6 and that it was Vote 18.

P: Position | S: Standard | G: Guideline | Y: Policy | R: Procedure