

| <b>POLICY</b>                           |   |
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| <b>SUBJECT/TITLE:</b>                   | Nonemployee Conflict of Interest Policy |
| <b>APPLICABILITY:</b>                   | All ASRM leaders                        |
| <b>CONTACT PERSON &amp; DEPARTMENT:</b> | ASRM / Executive Director               |
| <b>ORIGINAL DATE ADOPTED:</b>           | 10/09/2020                              |
| <b>LATEST APPROVED REVISION:</b>        | 12/3/2021(updated)                      |
| <b>REVIEW FREQUENCY:</b>                | Every 3 years                           |
| <b>BOARD APPROVAL DATE:</b>             | 10/09/2020                              |

## 1.0 Purpose

The American Society for Reproductive Medicine (the “ASRM” or “Organization”) depends on the active voluntary involvement and leadership of its members to accomplish its mission and to maintain its credibility as a valued resource. To do so, all involved will have to scrupulously avoid any conflict between their own respective personal, professional, or business interests and the interest of the ASRM, in any and all actions taken by them in their respective capacities on behalf of the ASRM.

The ASRM and any of its affiliate societies or groups requires its voluntary leaders, including but not limited to directors, officers, journal editors, committee/task force members, and other members, to observe the highest standards of business and personal ethics in the conduct of their duties and responsibilities.

Acts that mix the personal, duality of interest, or financial interests of an Interested Person with the interests of the Organization are indicative of a potential Conflict of Interest (COI). Not every potential conflict is an actual conflict. However, acts or situations that even have the appearance of a COI can be damaging to the reputation of the individual and the Organization. Consequently, the Organization seeks to appropriately manage potential and actual COI, as well as the appearance of such conflicts.

The purpose of the COI policy is to enhance transparency regarding the governance and operations of the ASRM; to meet regulatory and corporate requirements; to protect non-staff leaders and members of ASRM from unfair or unwarranted accusations or imputations of having conflicts; and to protect the interests of ASRM when it is contemplating entering into a transaction or arrangement, that might benefit the private interest of an officer or director, board member, committee chair, or other volunteer in a role of responsibility for the Organization, or might result in a possible excess benefit transaction.

## 2.0 Policy

ASRM understands that certain relationships could lead to actual, perceived, or apparent conflicts of dualities of interest and has determined that all voluntary non-employee ASRM leaders (see section 3.0) will report at least yearly, and more often as changes occur, concerning all actual or potential COIs of relationships that could result in real or perceived duality of interest such as significant relationships with not-for-profit or for-profit organizations, or relationships with commercial organizations whose products, services or businesses are related to the goals of the organization.

All COIs reported will be adjudicated by procedures outlined.

This policy is intended to supplement, but not replace, any applicable state and federal laws governing COIs applicable to nonprofit and charitable organizations.

## 3.0 Policy Scope

All voluntary non-employee ASRM leaders including, but not limited to, all individuals serving in any of the following capacities: ASRM Board members and officers; all Editors, including Chief, Associate, Section, and Editorial Editors, and members of the editorial boards, of all official ASRM publications; the Chairs and members of the Practice, Ethics, CME, Patient Education, and other Committees currently established or to be established for future purposes; Affiliated Society and Professional Group Board members and officers; and Chairs of Special Interest Groups, ad hoc Task Force groups, and other committees or groups that may be appointed.

Individuals serving in any of these roles are subject to the requirement for full disclosure of all relationships as referenced in 2.0 above, including financial relationships that are current or within one year prior to attaining the role.

## 4.0 Definitions

**Interested Person:** Any director, principal officer, or member of the governing board, or who is serving in a capacity as identified in Section 3.0 above, who has a direct or indirect financial interest, as defined below, is an interested person.

**Organization:** ASRM or any of its affiliate societies or groups.

**Duality of Interest:** Holding a position as an officer, trustee, director or any other fiduciary role with an organization whether or not remuneration is received for service that could potentially influence or be perceived to influence objectivity or could prevent the interested person from being impartial.

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

- An ownership or investment interest in any entity with which the

Organization has a transaction or arrangement,

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

Compensation includes direct and indirect remuneration, as well as gifts, favors, or loans that are not insubstantial (i.e. greater than nominal, trivial or *de minimus* amounts, e.g. under \$50.00 in value). A financial interest is not necessarily a COI. However, all possible financial interests must be disclosed.

**Conflict of interest (COI):** Individuals have an actual or potential COI when they or their business partner(s), employer, spouse or partner, or any other significant relation, and their spouses or partners have a real or potential financial interest or other potential for gain related to matters before that person relative to their position with the Organization. An individual's participation may be, or be perceived to be, conflicted or biased when one promotes or advocates decisions that are based on expected or potential personal gain or benefits other than the best interest of the Organization. For this purpose, the term "conflict of interest or bias" means any relationship that created a duality of interest, or a financial interest or potential for gain that could impair the individual's objectivity or could create an unfair competitive advantage for the individual or one of the individuals/entities noted above.

**Examples of entities with potential conflict:** Manufacturers of pharmaceuticals, laboratory supplies or medical devices, or commercial providers of medically related services.

**Examples of relationships with potential conflict:** Professional financial relationships including, but not limited to stock, stock options, or other form of ownership; equity participation with any entity with whom ASRM has or is actively considering a business relationship; significant relationship with another non-profit organization whose products, business, or services are related to the goals of ASRM; a paid speaker for any for-profit entity with whom ASRM has or is actively considering a business relationship; and legal or professional consulting, research and lecturing with such entities may present potential conflict and should be disclosed.

**Examples of potentially acceptable relationships:** Financial relationships for research studies, professional/financial relationships with public academic institutions, and professional/financial relationships with non-related non-profit organizations. There generally is no COI when the individual receives reimbursement of actual expenses.

## **5.0** Related Policies, Procedures, Forms, Guidelines, and Other Resources

Employee Conflict of Interest Policy

Non-employee procedure for reporting and adjudicating COIs

## **6.0** Policy Owner

Chief Executive Officer (CEO)

## **7.0** Responsibilities

Office of the CEO

Education department

Committee coordinators

Executive assistant to the CEO