



## Conflict of Interest Policy

All AMIA leaders are obligated to make decisions and conduct affairs of the organization based, primarily upon the desire to promote AMIA and its [mission](#). The term “leaders” is used in this policy to refer to three groups: (1) AMIA employees; (2) members of the Board of Directors, committee chairs, task force chairs, and general committee members when their particular committees are empowered or charged with making AMIA policy or ethics recommendations (such individuals are also referred to as “agents”); and (3) committee members (excluding committees’ members considered agents), representatives to other organizations, elected Academic Forum officials, and elected working group chairs.

Leaders of an organization such as AMIA have three primary duties including the “duty of care,” “duty of loyalty,” and “duty of obedience.” This conflict of interest policy arises from the duty of loyalty, which requires that AMIA’s activities primarily serve its mission and that leaders make decisions that benefit the organization and not their personal interests. Recognizing, disclosing, and managing conflicts of interest is an important aspect of the duty of loyalty.

### **AMIA Employees**

AMIA employees are expected to devote their primary professional loyalty, time, and energy to achieving AMIA’s goals and meeting its objectives. External activities conducted by AMIA employees should be of such nature as to promote the goals and objectives of AMIA. Employees should avoid any activity that might impede reaching those goals or would negatively affect AMIA’s mission and reputation. External activities must not distract significantly from employee responsibilities and must neither require excessive commitments of time nor compromise any intellectual property owned by AMIA. AMIA requires that its senior employees (Vice Presidents and above) and those employees who are authorized to sign checks, invoices, contracts, or other binding documentation as defined by AMIA’s Rules of Financial Management and AMIA’s Approval Authorization Chart<sup>1</sup> sign an annual Conflict of Interest Disclosure form and manage all disclosed interest according to this policy.

### **Board of Directors, Committee Chairs, Task Force Chairs, and Members of Policy-setting Committees and Task Forces (agents)**

AMIA members place their trust in elected board members. As a function of the duty to care, board members’ legal obligations include ensuring the judicious use of all of AMIA’s assets. The actions of the board’s individual members must meet standards of personal conduct of the organization.<sup>2</sup>

Board members must be reasonably informed about the organization’s activities, participate in decisions, and act in good faith in their role as the organization’s stewards. Board members must

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<sup>1</sup> AMIA’s Accounting Manual, revised September 2010.

<sup>2</sup> AMIA’s Code of Ethics

comply with applicable federal, state, and local laws, be faithful to the organization’s mission and bylaws, and ensure that AMIA complies with all applicable laws and regulations (duty of obedience). Board members must call upon on experts to help provide the information they require to be accountable as stewards. Board members must be accountable to the organization. In practice, this is carried out by disclosure of and adherence to the Conflict of Interest policy and maintaining a bias-free and transparent decision-making process. The Board and agents have an obligation to understand and implement this Conflict of Interest policy and adopt procedures in accordance.

### **Committee Members and Working Group Chairs**

AMIA’s other leaders are expected to serve their leadership term to the benefit of AMIA. This can be achieved only by assuring that decisions are made in an environment in which conflicts are disclosed and managed appropriately. The existence of a conflict of interest, commitment, or conscience does not in itself constitute unethical behavior – many complex and contemporary duties might be in conflict without malign intent.

### **Goals of the Policy**

The goals of this policy are

- (1) To foster and sustain trust in AMIA and its leadership,
- (2) To educate leaders on what constitutes a conflict of interest or might create the appearance of a conflict of interest,
- (3) To set standards for full disclosure of professional and relevant personal activities and relationships that create a conflict of interest or the appearance of a conflict of interest,
- (4) To remedy and resolve conflicts of interest per AMIA’s conflict management options, and
- (5) To encourage leaders to remain aware of and take initiative to manage, disclose, and resolve conflicts of interest appropriately.

### **Conflicts of Interest**

A conflict of interest may arise when a leader has a role, investment, or obligation, or receives compensation or other benefit from another organization or entity, and where that relationship might bias decisions made on behalf of AMIA or may suggest that the leader’s loyalty is divided between AMIA and the other organization. A “competing interest” might arise in a transaction between AMIA and a third party, or from a leader’s volunteer or paid relationship with a third party, which may compromise the leader’s ability to provide undivided loyalty to AMIA. This policy sets no monetary or compensation threshold for a conflict of interest and includes non-compensated conflicts of interest as described below. The AMIA Conflict of Interest policies extend to AMIA leaders’ spouses, domestic partners, parents, and children.

### **Conflicts of Commitment**

While financial conflicts of interest often receive the greatest attention, other kinds of conflicts might pose equally serious risks to objectivity and impartiality. Conflicts of commitment are usually not financial and do not generally involve gifts or other tangible benefits. A leader has a conflict of commitment if they have or believe they have duties or obligations to more than one entity, goal, or outcome, and these duties detract or distract one from meeting AMIA duties. A heavy non-AMIA-related travel schedule, for instance, might constitute a conflict of commitment. The proper response to conflicts of commitment is similar to or the same as that for conflicts of interest – management of the conflict by disclosure, recusal, or elimination of the conflict.

### **Conflicts of Conscience**

A conflict of conscience might arise when an AMIA leader has personal, social, moral or political beliefs, or professional hopes for a particular outcome or result that diverge from official AMIA positions or positions under consideration. Conflicts of conscience can arise when one's relationships or social, moral, or political views intersect with one's AMIA duties. The proper response to conflicts of conscience is similar to or the same as that for conflicts of interest and commitment – management of the conflict by disclosure, recusal, or elimination of the conflict.

While we have defined three sub-types of conflicts, for the ease of discussion in this document, "Conflict of Interest" (or "COI" or "Conflicts") will often be used to reference all types of conflict (e.g., Conflict of Interest Disclosure form will be used to report all types of conflict; COI Panel reviews all Conflicts, etc.).

### **Self-Disclosure Expectations and Process**

To address any potential conflicts of interest proactively, all AMIA leaders defined in this policy are required to complete and submit an annual Conflict of Interest Disclosure form in January of each year. Candidates for elected leadership positions will be required to complete a Disclosure form prior to election. Newly appointed or employed leaders will be required to complete the Disclosure form within three months of their appointment or employment. The leader also must update the Disclosure form if any material changes or additions to the submitted information arise during the course of the year.

On the Disclosure form, the leader must list all financial transactions with other organizations, whether the leader or any family member (e.g., spouses, domestic partners, parents, or children) of the leader has an interest in any third parties providing goods or services to the organization, and any other (non-profit or for-profit) organizations with potentially conflicting interests in which the leader or any family member of the leader is actively involved, has a significant investment, or owns at least a 5% or \$25,000 interest (whichever is smaller). All paid or unpaid positions or relationships with non-profit or for-profit third-party organizations should be listed. The leader is encouraged to disclose a relationship if there is any uncertainty as to whether the relationship should be disclosed. When completing the form, individuals should use a 24-month window of time (both 12 months before and after completing the form) when considering conflicts and disclosures. This self-reported information will be reviewed by the COI panel.

Leaders must reference the table (below) regarding type of disclosed conflicts and recommend management of the COI. The COI Panel will decide on management based on the guidelines in the Table 1, which describes preferred ways that AMIA suggests individuals' Conflicts be managed. As individuals complete the annual Disclosure form, they should refer to and consider the suggested management options. Table 1 describes typical Conflict situations and potential solutions for managing these Conflicts, but it is not exhaustive. If the suggested management options should not apply to a given circumstance, the individual should indicate why they feel this is the case by providing detailed information and offering management solutions. Leaders should report all potential Conflicts whether the type is listed or not.

### **Process for Adjudicating Conflicts**

The AMIA Board of Directors (AMIA BOD) charges the Ethics Committee to create a special COI Panel that will oversee AMIA's Conflict management process. The COI Panel will serve as an intermediary between members, leaders, and the AMIA BOD. The COI Panel represents the interests of AMIA members and is charged to:

1. Encourage all leaders to report their Conflicts
2. Address members' questions or concerns regarding reported Conflicts
3. Address leaders' concerns or questions regarding Conflict reporting
4. Review, adjudicate, and approve the summarized Conflict and resultant management plans prior to publication on the internal AMIA website.

The COI Panel will include five AMIA members selected by the chair(s) of the Ethics Committee. The Ethics Committee chair(s) will select one of the members of the COI Panel to serve as the chair of the COI Panel and that chair will become a voting member of the AMIA Ethics Committee. The final slate of COI panel members will then be presented to the AMIA BOD for approval. The Chair(s) of the Ethics Committee will serve as additional ex-officio member(s) of the COI Panel. The panel shall (at least) annually report to the Ethics Committee summary findings of their review of reported Conflicts and related management plan recommendations. The COI panel will follow the guidelines set forth in AMIA's Committee Manual<sup>3</sup>.

An initial determination as to whether a particular outside transaction or relationship may constitute an actual, potential, or apparent conflict shall be made by AMIA's COI Panel<sup>4</sup>. This determination shall be made in any circumstance in which a potential conflict of interest is identified either by an individual leader (through self-disclosure) or by another party. If the COI Panel believes that a particular relationship or transaction may represent an actual, potential, or apparent conflict of interest, it shall first request additional information from the leader detailing the nature of the relationship or transaction.

When evaluating whether a particular transaction or relationship constitutes an actual, potential, or apparent conflict of interest, the COI Panel shall consider the following factors:

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<sup>3</sup> AMIA's Committee Manual Revised February 1, 2016.

<sup>4</sup> If a particular outside transaction or relationship involves a member of the Executive Committee, the individual will automatically be recused from the discussion. If more than one Executive Committee member is in real or perceived conflict with a particular issue, the full Board of Directors will be consulted and, if necessary, members will be asked to serve on an ad hoc basis.

- Abusing one’s role as a leader for personal or third-party gain or pleasure (including, but not limited to, the solicitation or acceptance of gifts or other items of value or indirect inducement to provide special treatment on organization matters).
- Demonstration of conflict of commitment.
- Placing one’s own self-interest, the interest of one’s company, organization, university or another entity, for which the individual serves in a leadership, employment, or ownership capacity, or the interest of any third party above that of AMIA.
- Engaging in any outside business, professional or other activities that would directly or indirectly adversely affect AMIA.
- Providing goods or services to AMIA as a paid vendor.

If the COI Panel determines that a particular relationship or transaction represents an actual, potential, or apparent conflict of interest, it shall recommend management or resolution of such actual, potential, or apparent conflict using one of the conflict management options listed below (see Table below). The recommendations of the COI panel then go to the Ethics committee for review and approval (For approval, consensus is desired, but if no consensus can be reached, approval requires only the majority of members.) and finally to the AMIA Board of Directors for review and approval.

### **Oversight and Conflict Management**

As noted above in “Process for Adjudicating Conflicts” section, the AMIA COI Panel will review, recommend, and approve management for relevant conflicts. Oversight and management of the recommended Conflict management strategy will be the responsibility of either the AMIA President/CEO or the AMIA BOD as follows. Oversight of the management of Conflicts that involve an AMIA employee (with the exception of the President/CEO) will be provided by AMIA’s President/CEO. For all other leaders, including the AMIA President/CEO, oversight of COI management will be provided by the AMIA Board of Directors (BOD).

Conflicts that are designated as requiring discontinuation may be exempted by the COI Panel, in consultation with the Ethics Committee and approval of the BOD, if

1. the Conflict existed before employment or leadership role was initiated and
2. the Conflict is considered minor.

### **Transparency and Inquiries**

Disclosures and determined conflict management plans will be summarized annually on the internal AMIA website allowing all AMIA members to review the COI disclosures and plans of leaders. Individuals with questions can direct them to the AMIA office or to the AMIA Ethics Committee/COI Panel chair.

Table 1. Overview of Conflict Management

Conflict Type	Definition	Conflict Management for AMIA Employees	Conflict Management for Board Directors and Agents **	Conflict Management For Other Leaders **
Research relationships	Existing, past 12 months or anticipated support by <b>industry, or other funding entities relevant to AMIA's mission</b> usually through a grant or contract.  <i>Example: An AMIA member is funded by an electronic health record (EHR) vendor to test a new voice assistant for the EHR.</i>	Discontinuation	Disclosure AND Recusal	Disclosure AND Recusal
Consulting and/or Employment relationships	The existing, past (recent) or anticipated <b>compensated</b> provision of work products, advice or information, usually from an individual AMIA member or staff, to a commercial organization.  Academic institutions are excluded.  <i>Examples: An AMIA member is paid consulting fees by an EHR software developer. An AMIA staff is paid to contribute a monthly column to a non-AMIA publication. An AMIA agent is a member of a commercial board. An AMIA agent is paid by an organization that competes with AMIA for federal grants.</i>	Discontinuation	Disclosure AND Recusal	Disclosure AND Recusal
Licensing relationships	The existing, past (recent) or anticipated licensing of technologies or content to industry.  <i>Example: An AMIA member developed a new EHR search technology that is licensed to a software vendor.</i>	Disclosure AND Recusal	Disclosure AND Recusal	Disclosure AND Recusal
Equity relationships	The existing, past (recent) or anticipated ownership interest of AMIA members or staff or their family members that exceeds 5% or \$25,000 (whichever is smaller) in the founding and/or ownership of companies <b>commercializing informatics research or health</b>	Disclosure AND Recusal	Disclosure AND Recusal	Disclosure AND Recusal

	<p><u>information technology</u>. (Does not apply to stocks held in mutual funds unless they are purely health and/or technology focused funds).</p> <p><i>Example: An AMIA member owns stock or is an owner in a software vendor or other entity that is or about to be public.</i></p>			
Gift relationships	<p>The existing, past (recent) or anticipated transfer of scientific and nonscientific resources, independent of research grants or contract, from industry to an AMIA member or staff. Generally, any item over \$100 in value would be considered a gift relationship.</p> <p><i>Example: A software vendor representative sends an AMIA member an iPad as a thank-you gift for advice on how to get involved in the working group. An AMIA staff member receives a free 7-night personal hotel stay from a hotel.</i></p>	Discontinuation*	Discontinuation*	Discontinuation*
Quid pro quo relationships	<p>The existing, past (recent) or anticipated support of another AMIA member or staff in an attempt to obtain a promotion or introduction into ACMI or nomination to an election slate.</p> <p><i>Example: An AMIA member, who was recently supported in a promotion by another AMIA member, is asked to vote on the supporting member's inclusion on an election slate.</i></p>	Disclosure	Disclosure	Disclosure
Conflict of Commitment	<p>The existing (recent) or anticipated participation by AMIA members or staff on another organization's board of directors or other organizational or committee leadership that is seen to have a direct impact to AMIA's current goals and/or mission.</p> <p><i>Example: An AMIA board member serves on the program committee for a meeting that competes with AMIA's annual symposium.</i></p>	Discontinuation	Disclosure AND Recusal	Disclosure

Reputational Conflict	<p>The existing (recent) or anticipated conviction of an AMIA staff or leader of a crime beyond a misdemeanor.</p> <p><i>Example: An AMIA agent has been convicted of embezzling money from their employer.</i></p>	Dismissal	Resignation OR Dismissal from leadership role	Resignation OR Dismissal from leadership role
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\* For gift relationships, discontinuation requires the return of the gift or the recipient must pay a fair market value of the gift to the gift giver.

\*\* Disclosure requires:

- Annual disclosure form completion
- Verbal or written disclosure to members of a committee, board, or leadership group that is handling a matter that generates a Conflicts for the member

Recusal requires:

- The member removes themselves from discussions on a subject that presents a Conflict for him/her
- The member refrains from voting or opining in the matter related to the Conflict

## Use Cases

Because rules often leave room open for interpretation and thus may cause confusion on the right way to address COIs, we prepared with this version of the policy a few use cases.

**Conflict:** A member discloses that they are employed by a drug company.

**Proposed Resolution:** Disclose and Recuse

**Interpretation:** The COI guideline is silent on when the member needs to recuse. In this case, the member would be expected to recuse from any discussion, vote, or decision that would pertain to their drug company. For example, the member would refrain from voting on a new standard for drug nomenclature that would affect their company. The member would refrain from a discussion and vote on their company becoming a sponsor for the AMIA symposium.

**Conflict:** A member on the AMIA public policy group discloses that they are employed by a group that has a different public policy opinion and goal than AMIA. The member is also a public policy expert and their expertise may benefit AMIA.

**Proposed Resolution:** Disclose and Recuse

**Interpretation:** The process of disclosure alerts the other members of the policy group of the COI and they can take this knowledge into consideration when listening to the member’s opinion. Recusal would affect the member’s ability to vote on the acceptance of the policy.

**Conflict:** A member on the Diversity, Equity, and Inclusion (DEI) committee for AMIA and also serves on their own company's DEI committee. This dual responsibility may give one particular individual an oversized influence on DEI.

**Proposed Resolution:** Disclose AND/OR discontinuation

**Interpretation:** While indeed the dual responsibility could be interpreted that one person has an undue amount of effect; AMIA would have to weigh the value of appointing this person with their expertise against the negative effect it would have on power balance.



**Conflict:** A member of the Scientific Program Committee has a substantial equity stake (e.g., \$1,000 or more) in a company which wishes to sponsor or participate in an AMIA event.

**Proposed Resolution:** Disclose AND/OR discontinuation

**Interpretation:** The member is expected to disclose the ownership and recuse themselves from any discussion or vote that may be required.

**Conflict:** A leader owns equity in large and influential healthcare / clinical informatics / bioinformatics companies. The company or its products may be mentioned frequently in AMIA presentations, may be present on the exhibitor floor, may have strong government lobbies, or are customers/partners of the health systems and research institutes represented at AMIA. In their position at AMIA, the leader may be able to advocate for or indirectly benefit these companies.

**Proposed Resolution:** Disclose AND/OR discontinuation

**Interpretation:** The member is expected to disclose the ownership and recuse themselves from any discussion or vote that may be required. The member may consider requesting a management plan that describes permitted activities from the COI committee.