



Conflicts of Interest

A. Covered Persons

This policy covers members of the Board of Governors (which includes the officers); members of councils, commissions, committees, and project teams, including the International Venture Steering Committee, House of Delegates Steering Committee and Residents Forum Executive Committee; members of all editorial boards; directors of PathPAC; advisors or consultants appointed to any of the above; liaisons from other organizations; executive staff; and all other individuals who may be in a position to influence College policy or other action.

This policy also covers candidates for the Board of Governors, House of Delegates Steering Committee, Residents Forum Executive Committee or other elected positions; prospective appointees to CAP councils, commissions, committees, and working groups; and CAP-appointed liaisons to other organizations.

Each individual covered by this policy is referred to as a “covered person.” Councils, commissions, committees, and all other institutions within the College are referred to as “subdivisions.”

B. Duties of Covered Persons

Each covered person has legal and ethical duties to the College while acting on behalf of the College or any of its subdivisions. These include:

1. **Duty of Loyalty.** To make decisions based exclusively on what the person reasonably believes to be in the best interests of the College. No covered person should vote or take a position on a College issue based on personal interests or on the interests of another organization. Additionally, no person should accept any service, discount, concession, fee for advice or service, or thing of value from any person or organization that would suggest an obligation on the part of the person to exert any influence on the decisions of the CAP or any of its subdivisions.

This duty does not apply to liaisons from other organizations. However, such individuals will be asked to disclose any material financial interests or benefits received that could influence the individual's participation in the activities of the CAP or any of its subdivisions.

2. **Duty to Respect Confidentiality.** To refrain from disclosing any confidential information, strategies, or plans of the College to any other individual or entity without appropriate authorization from the College, and to not use any confidential information for any purpose whatsoever except directly in connection with his or her service to the College.



- 3. Duty to Disclose Actual and Potential Conflicts.** To execute annually such Conflicts of Interest Disclosure Statement as may from time to time be adopted by the Board of Governors, and, in addition, to make clear disclosure of any actual or potential conflict of interest that might be relevant, or might reasonably be regarded as relevant, to consideration of any specific issue prior to the time that the issue is considered.

Candidates for CAP elective offices as well as prospective appointees to CAP councils, commissions, and committees, and CAP-appointed liaisons to other organizations must disclose actual and potential conflicts of interest prior to or at the time of nomination or appointment by the president.

Any relationship that may appear to call into question whether a covered person is acting solely in the best interest of the College must be disclosed before the covered person participates in any decision-making on behalf of the College which might be implicated by the relationship. Disclosure of a potential conflict of interest does not necessarily disqualify the covered person from participating in a decision. Rather, it enables the chair or other presiding official to determine the appropriate response. In some cases, it will turn out that there is no conflict at all. In others, disclosure of the conflict may suffice, and the covered person may remain eligible to participate in the decisions. In still others, the covered person may be asked not to vote on an issue or not to play any role at all in the discussion or decision.

C. Procedures

- 1. Generally.** Each covered person must sign the College's Conflicts of Interest Disclosure Statement each year before participating in any meeting of the College or any of its subdivisions for that year. All signed Disclosure Statements shall be filed with the chief executive officer (CEO) or the CEO's designee. Information provided in a Disclosure Statement shall be shared with other members of the CAP subdivision(s) in which the covered person participates.

Prior to conducting any business for the year, the Board of Governors, each council, commission, or committee, and every other subdivision of the College shall discuss this Conflicts of Interest Policy. Such discussion shall stress (a) the importance of the three duties set forth above and (b) the necessity of signing and returning a Conflicts of Interest Disclosure Statement. It shall be the responsibility of the chair (or other presiding official), assisted by staff, to ensure that such discussion takes place in a timely fashion. Any covered person who does not sign a Conflicts of Interest Disclosure Statement shall not be permitted to participate in the relevant College subdivision.

Prior to the start of business at each CAP Board of Governors, council, commission, committee or any other meeting, the chair (or other presiding official) may choose to read the CAP Conflicts of Interest Reminder Statement or provide a reminder to similar effect. Alternatively, prior to each CAP Board of Governors, council, commission, committee or any



COLLEGE of AMERICAN PATHOLOGISTS

other meeting, the chair (or other presiding official) may review the agenda with staff to determine whether a reading of the CAP Conflicts of Interest Reminder Statement, or a reminder to similar effect, is warranted.

- 2. Conflict on a Specific Matter.** If a specific matter arises as to which a covered person has (or may reasonably be thought to have) a conflict of interest, such person shall make clear disclosure of the conflict to the relevant subdivision of the College. If the covered person fails to make disclosure and the chair (or other presiding official) is or becomes aware of the conflict, the chair (or other official) shall make appropriate disclosure.

A covered person with a disclosed conflict may be counted in determining whether a quorum is present.

In some instances, a covered person with a disclosed conflict may participate in discussion of the relevant matter.

The chair (or other presiding official), shall make a determination of whether the covered person may participate in any vote on the matter on which there is a conflict.

If the chair (or other appropriate official) determines that the conflict is sufficiently great, the covered person may be disqualified from any participation at all in the matter. If the disqualification is contested, the matter will be brought to the full Board, committee, council, or commission for a vote.

The Conflicts of Interest Review Committee has the ultimate authority over any disputes that arise regarding conflicts of interest.

- 3. Duty to Respect Confidentiality.** Confidential information, strategies, or plans of the College should never be disclosed to a third party. From time to time, a covered person may be unsure whether particular information or a particular document to which the person gained access by virtue of the person's connection with the College is in fact confidential. In these situations, the covered person should seek clarification from the chair (or other appropriate official) or College staff regarding whether the information or document is confidential. Unless otherwise advised, the covered person should treat the information or document as confidential.

- D. Questions.** Any questions relating to this Conflicts of Interest Policy should be directed to the CEO or the CEO's designee.

Document ID: Conflicts of Interest Document type: Governance Policy Responsible: Governance Services Approve: Board of Governors	Adopted March 1981 Reaffirmed February 1993 Reaffirmed February 1996 Revised November 1998
---	---



COLLEGE of AMERICAN
PATHOLOGISTS

Consult: None
Inform: CAP Policy Manual

Reaffirmed February 2002
Revised August 2003
Revised September 2004
Revised August 2011
Revised April 2014