

Pennsylvania Pharmacists Association

Confidentiality, Conflict of Interest and Other Fiduciary Responsibilities

In order to encourage and foster open and candid discussion at its meetings, the Board of Directors of the Pennsylvania Pharmacists believes confidentiality must be maintained. Therefore, it is the policy of the Board of Directors of PPA that each director and staff member shall keep confidential any and all information relating to discussions at its meetings unless compelled by legal process to disclose such information, or as otherwise agreed by the Board. While Board members are free to discuss the result of Board action items, disclosing any information concerning the discussion of such items during the Board meeting is prohibited.

Board members acknowledge that any violation of this policy could cause harm to PPA and frustrate Board deliberations. Therefore, any Board member who violates this policy shall be subject to termination of his/her Board position.

In order to ensure compliance with applicable laws and to protect PPA, its members, officers, directors, staff, and committee members from potential legal problems regarding conflicts of interest and violation of fiduciary obligations, PPA endorses and adopts the following statement of policy:

I. Duty of Loyalty

Among the fiduciary obligations of an officer, director, staff member, or committee member of a nonprofit corporation is a duty of loyalty to the nonprofit corporation. This includes supporting, and not opposing directly or indirectly or taking any other stance against, the policies and positions duly adopted by PPA's Board of Directors. As representatives of PPA, officers, directors, staff, and committee members are obligated to maintain this duty of loyalty in all manner of activities during their terms of office. This duty of loyalty is not intended to, nor should it; discourage debate within Board or committee meetings. Such debate is encouraged and is part of the individual's responsibility in the deliberative process.

II. Confidentiality of Board Discussions

In order to encourage and foster open and candid discussion at its meetings, the Board of Directors of PPA believes confidentiality must be maintained. Therefore, it is the policy of the Board of Directors of PPA that each director and staff member shall keep confidential any and all information relating to discussions at its meetings unless compelled by legal process to disclose such information, or as otherwise agreed by the Board. While Board and staff members are free to discuss actions adopted by the Board, disclosing any information concerning the discussion of such items during the Board meeting is prohibited.

III. Conflicts of Interest

Another fiduciary obligation of a nonprofit corporation officer, director, staff, and committee member is to avoid "conflicts of interest". A "conflict of interest" is generally defined as a transaction in which, because the individual is, either directly or indirectly, a party to the transaction or possible beneficiary of the transaction, there is or may be a conflict between the individual's fiduciary obligations to the

nonprofit corporation and the individual's personal or business interests. To avoid potential conflict of interest problems, PPA implements the following procedures:

1. In any transaction involving PPA and a PPA officer, director, staff, or committee member, and any corporation, partnership or other entity in which an individual is an officer, director, staff, or committee member has or expects or intends to have a financial or other beneficial interest, such individual, prior to any discussion or decision concerning the transaction, shall fully disclose to the PPA Board or the appropriate committee considering the transaction the material facts of the transaction and the individual's interest or relationship.
2. Upon such disclosure, the individual shall take no further part in the meeting during which time the proposal is considered and voted upon.
3. After receiving such disclosure, prior to approving the transaction, the board or committee must conclude that the transaction is "fair to PPA" and must approve the transaction without the participation or the vote of the interested individual.
4. The interested individual's presence at the meeting may be counted in determining whether a quorum of the Board or committee is present, but that individual shall not vote on the transaction.

IV. Fiduciary Obligations as to PPA Opportunities

Finally, another fiduciary obligation prohibits an officer or director of a nonprofit corporation from seizing a "corporate opportunity" for his or her company's benefit or his or her personal benefit. This means that such an individual may not take advantage of a business opportunity in which the officer or director knows PPA has a genuine interest and where such an Association opportunity would be consistent with PPA's purposes, mission and goals as a not for profit corporation. Further, if the officer or director becomes aware of such an opportunity, he or she is obliged to so inform PPA and allow PPA to act first.

V. Participation in Deliberations and Actions

In any case in which there is a question of loyalty, conflict of interest, or corporate opportunity raised, the officer or director shall not participate in the meeting for the entire time the matter is discussed and voted upon.