



Conflict of Interest Policy

It is the obligation of all Covered Persons (as defined herein) when acting on behalf of EDPMA to comply with all applicable federal, state, and foreign laws, to uphold the Principle and Purposes of EDPMA, and to comport themselves in accordance with the highest standards of ethical business conduct. In furtherance of that goal, the Board of Directors of EDPMA (the “Board”) has developed and adopted the following Conflict of Interest Policy in order to avoid or minimize possible conflicts between the personal interests of Covered Persons and the interests of EDPMA.

Definitions

For purposes of this Policy, the following terms shall have the following meanings:

“Close Relative” means a spouse, parent, child, or sibling of a Covered Person, or other individual dependent on a Covered Person for support.

“Conflict of Interest” means any situation where a Covered Person or his or her Close Relative obtains personal gain or advantage as a result of his or her activities on behalf of EDPMA or has financial interests in entities that take actions or positions adverse to the best interests of EDPMA.

“Covered Person” means any director or officer of EDPMA and any person in a position to exercise substantial influence over the affairs of EDPMA, as determined by the Board from time to time.

“Personal gain or advantage” means personal financial enrichment at the expense of EDPMA, but shall not include (i) de minimis or incidental benefits or (ii) compensation for services rendered that is substantially comparable to compensation paid to others for similar services.

“Policy” means this Conflict of Interest Policy, as amended by the Board from time to time.

Preamble

The purpose of this Policy is to ensure that decisions about operations and the use or disposition of EDPMA assets are made solely based on the benefits to EDPMA and are not influenced by the possibility of private profit or other personal benefit accruing to Covered Persons who take part in the decision. In addition to actual Conflicts of Interest, all Covered Persons are obligated to avoid actions that could be perceived or interpreted as being in conflict with EDPMA interests.

Conflicts of Interest may occur when EDPMA enters into transactions with either nonprofit organizations or for-profit enterprises. To avoid actual, potential, or even the appearance of, Conflicts of Interest, Covered Persons should disclose any connection or relationship with organizations or enterprises doing business with EDPMA and refrain from participating in decisions affecting transactions between EDPMA and the other organization or enterprise. The mere existence of a connection or relationship, however, shall not prevent a transaction from taking place so long as the conditions of this Policy are met.

Policy

1. Prohibited Activities. Covered Persons have a duty to be free from the influence of any conflicting interest when they represent EDPMA or make recommendations with respect to dealings with third parties. They are expected to deal with suppliers, members, member companies, and all others doing business with EDPMA without favor or preference to third parties based on personal considerations. In particular:

- A. Covered Persons who deal with parties doing or seeking to do business with EDPMA --- or who make recommendations with respect to such dealings or pass judgment upon them --- shall not own any beneficial interest of five percent (5%) or more in, or have any actual or potential personal agreement or understanding with, such third parties that might tend to influence the decision of the Covered Persons with respect to the business of EDPMA unless expressly authorized in writing after the interest, agreement, or understanding has been disclosed in accordance with this Policy.
- B. No Covered Person shall seek or accept, directly or indirectly, any personal payments, loans or services, excessive entertainment, or travel or gifts of more than nominal value from any individual or business concern doing or seeking to do business with EDPMA. (This provision shall not apply, however, to prevent Covered Persons from accepting or making use of hotel rooms or entertainment provided by a hotel on a complimentary or upgraded basis in connection with an EDPMA conference, seminar, or meeting where such room or entertainment is part of the negotiations for or the overall contract with the hotel or conference facility. Such use

facilitates the conduct of EDPMA business and thereby inures to the benefit of EDPMA.)

- C. No Covered Person shall do business with a Close Relative on behalf of EDPMA unless expressly authorized in writing after the relationship has been disclosed.
- D. Covered Persons shall otherwise avoid real and apparent conflicts of interest and comply with the provisions of this Policy.

If a Conflict of Interest exists, the Covered Person shall make an accurate and full disclosure to the Executive Director of all material and relevant facts and circumstances in accordance with Section 2 below, shall not vote or use his or her personal influence to affect the outcome of any Board or other EDPMA action with respect to such matter and shall leave the meeting room during any deliberations and until voting on the matter has been completed. If any action is taken by the Board authorizing, approving or ratifying a transaction which may involve a Conflict of Interest with a Covered Person, the record of the meeting shall disclose that the Board reasonably believed in good faith that the transaction was not unfair to EDPMA, that the action was taken by a majority of the Board at a meeting at which a quorum was present and other relevant information regarding the matter.

The requirements of freedom from conflicting interests extend to situations involving the Close Relatives of all Covered Persons. Covered Persons shall take reasonable steps to become informed of Conflicts of Interest involving Close Relatives. For such known actual or potential Conflicts of Interest involving Close Relatives, Covered Persons shall disclose such Conflicts of Interest in accordance with this Policy prior to EDPMA doing business with organizations with which the Close Relatives are affiliated either as employees or as holders of beneficial interests in excess of five percent (5%) of the total beneficial interests.

Notwithstanding the foregoing, it is impossible to list all specific situations that are prohibited by this Policy. There are no substitutes for honesty in dealings and the exercise of common sense. Individuals are encouraged to contact the Executive Director of EDPMA regarding any questions concerning the application or interpretation of this Policy.

2. Written Disclosures. Two types of written disclosures are required to be made by Covered Persons under this Policy:

- A. Whenever a Covered Person becomes aware that a Conflict of Interest exists, the Covered Person shall make an accurate and full written disclosure to the Executive Director of all material and relevant facts and circumstances. Disclosure must occur prior to any meeting of the Board at which action on the transaction in question is to be taken.

B. Upon appointment as a director or officer of EDPMA, or upon otherwise becoming a Covered Person, the Executive Director will request all Covered Persons to complete, sign and return a copy of a written certification substantially in the form of the attached Exhibit A. The Executive Director and Chair of the Board shall review all certifications and other required disclosures. Timely and accurate completion of this certification by Covered Persons is necessary to facilitate the proper implementation of this Policy in the best interests of EDPMA.

3. Reporting and Investigation. All Covered Persons have an obligation to report any situation which they believe to be a violation of this Policy. Reports with respect to this Policy shall be made in writing as promptly as possible to the Executive Director, shall be confidential and shall be signed by the person making the report. It is imprudent for a Covered Person to assume that an apparent violation of this Policy has been reported by someone else. The Executive Director, upon receiving a signed report of an apparent violation, shall promptly and thoroughly investigate, taking the nature of the alleged violation into account, and shall involve whatever investigative resources are deemed appropriate. Completion of such investigation shall be given a high priority and a written summary of each completed investigation, with recommendations as to how to proceed, shall be made to the Executive Director. The Executive Director shall inform the Executive Committee of the Board of each completed investigation. All Covered Persons have an obligation to cooperate in such investigations.

4. Consequences For Failure to Follow Policy. All Covered Persons have a responsibility to follow this Policy. Failure to follow this Policy can subject a Covered Person to exclusion from participation in discussion or voting on certain issues, suspension or removal from office, removal from the Board, or disciplinary action up to and including termination of employment, as well as any other legal or equitable remedies that may be available. Intent shall be taken into account in any action related to enforcement of this Policy.

With respect to all employees, the Executive Director, has the ultimate authority to determine what remedial steps should be taken in situations involving an actual or potential Conflict of Interest. With respect to the Executive Director and the members of the Board other than the Chair, the Chair has the ultimate authority to determine what remedial steps should be taken in situations involving an actual or potential Conflict of Interest. With respect to the Chair, the Executive Committee has the ultimate authority to determine what remedial steps should be taken in situations involving an actual or potential Conflict of Interest.

Exhibit A

Conflict of Interest Compliance Certification

By signing below, I certify to the Emergency Department Management Association (EDPMA) that I have received, carefully read, and understood the Conflict of Interest Policy of EDPMA and that I am in compliance with the Conflict of Interest Policy.

For any Conflict of Interest known to me, I have attached to this certification a description of all material and relevant facts and circumstances of each Conflict as of the date of this certification.

_____ YES (please attach relevant documentation)

_____ NO, I certify that I have no Conflict of Interest to Disclose

Signature of Covered Person

Printed Full Name of Covered Person

Date of Certification

RETURN COMPLETED FORM

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