

EMERGENCY DEPARTMENT PRACTICE MANAGEMENT ASSOCIATION

ANTITRUST COMPLIANCE POLICY

The Emergency Department Practice Management Association (“EDPMA”) is a non-profit, national association of emergency physician practice groups and their business partners that provide professional and technical support in areas such as billing and coding, insurance, and documentation tools. EDPMA is committed to its mission of enhancing patient care through operational excellence and financial stability.

EDPMA has a strict policy of compliance with federal and state antitrust laws. The antitrust laws prohibit agreements among competitors that restrain trade, and EDPMA members can sometimes be considered to be competitors for purposes of antitrust challenges even if their practice groups are not in the same geographic areas or in the same product lines. The penalties for violations of the antitrust laws are severe for health care associations and their members.

In all EDPMA activities, each member, as well as EDPMA staff, shall be responsible for following the EDPMA’s policy of strict compliance with the antitrust laws. EDPMA officers, directors, committee chairs, and executive staff shall ensure that this policy is known and adhered to in the course of activities pursued under their leadership. Antitrust compliance is the responsibility of every EDPMA member and EDPMA staff.

General Antitrust Compliance Principles

EDPMA will not become involved in the competitive business decision of its member practice groups or companies; nor will it take any action that would tend to restrain competition. The EDPMA is firmly committed to the principle of competition served by the antitrust laws, and good business judgment demands that every effort be made to assure compliance with all applicable federal and state antitrust laws and trade regulations.

EDPMA members cannot come to understandings, make agreements, or otherwise concur on positions or activities that in any way tend to raise, lower, or stabilize prices or fees, allocate or divide up markets, or encourage or facilitate boycotts. EDPMA members must make business decisions on their own and without consultation with their competitors or the EDPMA.

The antitrust laws are complicated and often unclear. If any member is concerned about being in a “gray area,” the member should consult with the EDPMA. If the conversation among competitors at an EDPMA meeting turns to antitrust-sensitive issues, participants should discontinue the conversation until legal advice is obtained or leave the meeting immediately.

Discussions of pricing or boycotts as part of EDPMA-scheduled programs or at EDPMA-sponsored meetings could implicate and involve the EDPMA in extensive and expensive antitrust challenges and litigation. In addition, the U.S. Supreme Court has determined that an association can be held liable for statements or actions in antitrust-sensitive areas by volunteer leaders who claim to speak for the association, even if they are not authorized to speak in that area. Directors and officers of the EDPMA must, therefore, make clear whether they are speaking in their official capacity when they address such issues; by contrast, if they are making personal remarks outside of an EDPMA setting, the speaker should clearly state that he or she is speaking for him or herself, and not on behalf of the EDPMA.

To assist the EDPMA staff, officers, directors and committee chairs in recognizing situations that may give the appearance of an antitrust concern, the Board of Directors shall provide to each such person, copies of this Antitrust Compliance Policy. In addition, the EDPMA's antitrust statement shall be referenced at the start of each meeting where EDPMA business will be discussed, and this action will be noted in the minutes of the meeting.

Any violation of the antitrust policy will be brought to the attention of the Board of Directors, and the Board will deal with it in a timely and appropriate manner. The Board of Directors will consult with legal counsel when questions arise as to the manner in which the antitrust laws may apply to the activities of EDPMA.

Specific Rules of Antitrust Compliance

1. EDPMA activities shall not be used for the purpose of bringing about, or attempting to bring about, any understanding or agreement, written or oral, formal or informal, expressed or implied, among competitors with regard to prices or fees, terms or conditions of sale, discounts, territories or customers. For example, any agreement by competitors to "honor," "protect," or "avoid invading" one another's geographic areas, practice specialties, or patient lists would violate the law.
2. EDPMA activities and communications shall not include discussion or actions, for any purpose or in any fashion, of prices or pricing methods or other limitations on either the timing of services or the allocation of territories or markets or customers in any way. For example, EDPMA members cannot come to understandings, make agreements, or otherwise concur on positions or activities that are directed at fixing prices, fees, or reimbursement levels. Likewise, EDPMA members cannot make agreements as to whether they will or will not enter into contracts with certain hospitals, third party payors, vendors, or suppliers. Nor can they discuss allocating geographic markets. Even if no formal agreements are reached on such matters, discussions of prices, group boycotts, or market allocations followed by parallel conduct in the marketplace can lead to antitrust scrutiny or challenges. Members may, however, consult with each other and freely discuss the scientific and clinical aspects of the practice of emergency medicine.
3. EDPMA shall not undertake any activity that involves exchange or collection and dissemination among competitors of any information regarding prices, pricing methods, cost of services or labor, or sales or distribution without first obtaining the advice of legal

counsel, when questions arise as to the proper and lawful methods by which these activities may be pursued. For example, caution should be exercised in collecting data on usual and customary fees, third party payor reimbursement levels, workforce statistics, and job market opportunities. While the mere collection of data on such matters is permissible if certain conditions are met, antitrust concerns may arise if the data become the basis for collective action.

4. EDPMA shall not set ethical or other standards, issue guidelines, or establish membership criteria that are arbitrary or discriminatory, or that have a net anticompetitive effect (i.e., anticompetitive effects outweigh pro-competitive effects).

In general, EDPMA activities and communications shall not include any discussion or action that may be construed as an attempt to: (1) raise, lower, or stabilize prices or fees; (2) allocate markets or territories; (3) prevent any person or business entity from gaining access to any market or to any customer for goods or services; (4) prevent or boycott any person or business entity, including third party payors, from obtaining services freely in the market; (5) foster unfair trade practices; (6) assist in monopolization; or attempts to monopolize; or (7) in any way violate applicable federal or state antitrust laws and trade regulations. The actual purpose and intent of EDPMA's policies and programs are important in this regard. They cannot be aimed at accomplishing anti-competitive objectives.